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EmployerIdentification No.)Five American LaneGreenwich,CT06831(Address of principal executive offices)(Zip Code)(855) 976-6951 (Registrantâ€™s telephone number, including area code)_____N/A_____ name, former address and former fiscal year, if changed since last report)Securities registered pursuant to Section 12(b) of the Act:Title of each classTrading Symbol(s)Name of each exchange on which registeredCommon stock, par value $0.001 per shareXPONew York Stock ExchangeIndicate by check mark whether the registrant (1)Â has filed all reports required to be filed by SectionÂ 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2)Â has been subject to such filing requirements for the past 90 days. Yes â˜’ No â˜Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Â§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes â˜’ No â˜Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions 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 filerâ˜’Accelerated filerâ˜Non-accelerated filerâ˜Smaller reporting companyâ˜Emerging growth companyâ˜If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. â˜Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes â˜ No â˜’As of OctoberÂ 25, 2024, there were 116,401,890 shares of the registrantâ€™s common stock, par value $0.001 per share, outstanding.XPO, Inc.Quarterly Report on Form 10-QFor the Quarterly Period Ended SeptemberÂ 30, 2024Table of ContentsÂ Page No.Part Iâ€”Financial InformationItemÂ 1. Financial Statements (Unaudited):Condensed Consolidated Balance Sheets1Condensed Consolidated Statements of Income2Condensed Consolidated Statements of Comprehensive Income3Condensed Consolidated Statements of Cash Flows4Condensed Consolidated Statements of Changes in Equity5Notes to Condensed Consolidated Financial Statements7ItemÂ 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations18ItemÂ 3. Quantitative and Qualitative Disclosures About Market Risk26ItemÂ 4. Controls and Procedures26Part IIâ€”Other InformationItemÂ 1. Legal Proceedings27ItemÂ 1A. Risk Factors27ItemÂ 2. Unregistered Sales of Equity Securities and Use of Proceeds27ItemÂ 3. Defaults Upon Senior Securities27ItemÂ 4. Mine Safety Disclosures27ItemÂ 5. Other Information27ItemÂ 6. Exhibits28Signatures29Table of ContentsPart Iâ€”Financial InformationItemÂ 1. Financial Statements.XPO, Inc.Condensed Consolidated Balance Sheets(Unaudited)September 30,December 31,(In millions, except per share data)20242023ASSETSCurrent assetsCash and cash equivalents$378Â $412Â Accounts receivable, net of allowances of $46 and $45, respectively1,064Â 973Â Other current assets212Â 208Â Total current assets1,654Â 1,593Â Long-term assetsProperty and equipment, net of $1,991 and $1,853 in accumulated depreciation, respectively3,357Â 3,075Â Operating lease assets750Â 708Â Goodwill1,516Â 1,498Â Identifiable intangible assets, net of $499 and $452 in accumulated amortization, respectively381Â 422Â Other long-term assets266Â 196Â Total long-term assets6,269Â 5,899Â Total assets$7,923Â $7,492Â LIABILITIES AND STOCKHOLDERSâ€™ EQUITYCurrent liabilitiesAccounts payable$445Â $532Â Accrued expenses805Â 775Â Short-term borrowings and current maturities of long-term debt68Â 69Â Short-term operating lease liabilities134Â 121Â Other current liabilities112Â 93Â Total current liabilities1,563Â 1,590Â Long-term liabilitiesLong-term debt3,343Â 3,335Â Deferred tax liability371Â 337Â Employee benefit obligations88Â 91Â Long-term operating lease liabilities614Â 588Â Other long-term liabilities303Â 285Â Total long-term liabilities4,719Â 4,636Â Stockholdersâ€™ equityCommon stock, $0.001 par value; 300 shares authorized; 116 shares issued and outstanding as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, respectivelyâ€”Â â€”Â Additional paid-in capital1,340Â 1,298Â Retained earnings496Â 185Â Accumulated other comprehensive loss(195)(217)Total equity1,641Â 1,266Â Total liabilities and equity$7,923Â $7,492Â Amounts may not add due to rounding.See accompanying notes to condensed consolidated financial statements.1Table of ContentsXPO, Inc.Condensed Consolidated Statements of Income(Unaudited)Three Months Ended September 30,Nine Months Ended September 30,(In millions, except per share data)20242023202420232Revenue$2,053Â $1,980Â $6,150Â $5,804Â Salaries, wages and employee benefits852Â 809Â 2,541Â 2,354Â Purchased transportation430Â 437Â 1,303Â 1,338Â Fuel, operating expenses and supplies399Â 406Â 1,213Â 1,223Â Operating taxes and licenses21Â 15Â 61Â 45Â Insurance and claims33Â 39Â 105Â 129Â (Gains) losses on sales of property and equipmentâ€”Â 1Â (5)(4)Depreciation and amortization expense126Â 110Â 365Â 318Â Transaction and integration costs13Â 8Â 39Â 47Â Restructuring costs3Â 1Â 17Â 35Â Operating income176Â 154Â 511Â 319Â Other income(15)(4)(31)(12)Debt extinguishment lossâ€”Â â€”Â 23Â Interest expense56Â 41Â 170Â 126Â Income from continuing operations before income tax provision135Â 117Â 372Â 182Â Income tax provision40Â 31Â 60Â 48Â Income from continuing operations95Â 86Â 312Â 134Â Loss from discontinued operations, net of taxesâ€”Â (2)â€”Â (3)Net income$95Â $84Â $312Â $131Â Net income (loss)Continuing operations$95Â $86Â $312Â $134Â Discontinued operationsâ€”Â (2)â€”Â (3)Net income$95Â $84Â $312Â $131Â Earnings (loss) per share dataBasic earnings per share from continuing operations$0.81Â $0.74Â $2.68Â $1.16Â Basic loss per share from discontinued operationsâ€”Â (0.01)â€”Â (0.02)Basic earnings per share$0.81Â $0.73Â $2.68Â $1.14Â Diluted earnings per share from continuing operations$0.79Â $0.72Â $2.60Â $1.14Â Diluted loss per share from discontinued operationsâ€”Â (0.01)â€”Â (0.02)Diluted earnings per share$0.79Â $0.71Â $2.60Â $1.12Â Weighted-average common shares outstandingBasic weighted-average common shares outstanding116Â 116Â 116Â 116Â Diluted weighted-average common shares outstanding120Â 119Â 120Â 118Â Amounts may not add due to rounding.See accompanying notes to condensed consolidated financial statements.2Table of ContentsXPO, Inc.Condensed Consolidated Statements of Comprehensive Income(Unaudited)Three Months Ended September 30,Nine Months Ended September 30,(In millions)20242023202420232Net income$95Â $84Â $312Â $131Â Other comprehensive income (loss), net of taxForeign currency translation gain (loss), net of tax effect of $8, $(5), $1 and $5$30Â (21)20Â $6Â Unrealized gain (loss) on financial assets/liabilities designated as hedging instruments, net of tax effect of $1, $â€”, $â€” and $1â€”Â (1)1Â 2Â Other comprehensive income (loss)29Â (22)21Â 8Â Comprehensive income$124Â $62Â $333Â $139Â Amounts may not add due to rounding.See accompanying notes to condensed consolidated financial statements.3Table of ContentsXPO, Inc.Condensed Consolidated Statements of Cash Flows(Unaudited)Nine Months Ended September 30,(In millions)20242023Cash flows from operating activities of continuing operationsNet income$312Â $131Â Loss from discontinued operations, net of taxesâ€”Â (3)Income from continuing operations 312Â 134Â Adjustments to reconcile income from continuing operations to net cash from operating activitiesDepreciation and amortization365Â 318Â Stock compensation expense64Â 58Â Accretion of debt8Â 8Â Deferred tax expense39Â 16Â Gains on sales of property and equipment(5)(4)Otherâ€”Â 46Â Changes in assets and liabilitiesAccounts receivable(87)(141)Other assets(71)(24)Accounts payable(29)(38)Accrued expenses and other liabilities21Â 70Â Net cash provided by operating activities from continuing operations619Â 443Â Cash flows from investing activities of continuing operationsPayment for purchases of property and equipment(623)(494)Proceeds from sale of property and equipment17Â 19Â Proceeds from settlement of cross-currency swapsâ€”Â 2Â Proceeds from sale of investment8Â â€”Â Net cash used in investing activities from continuing operations(598)(473)Cash flows from financing activities of continuing operationsProceeds from issuance of debtâ€”Â 1,977Â Repurchase of debtâ€”Â (2,003)Repayment of debt and finance leases(64)(50)Payment for debt issuance costs(4)(15)Change in bank overdrafts32Â 30Â Payment for tax withholdings for restricted shares(21)(12)Other(1)1Â Net cash used in financing activities from continuing operations(59)(72)Cash flows from discontinued operationsOperating activities of discontinued operationsâ€”Â (11)Investing activities of discontinued operationsâ€”Â 2Â Net cash used in discontinued operations â€”Â (9)Effect of exchange rates on cash, cash equivalents and restricted cash5Â 2Â Net decrease in cash, cash equivalents and restricted cash(33)(109)Cash, cash equivalents and restricted cash, beginning of period419Â 470Â Cash, cash equivalents and restricted cash, end of period$385Â $361Â Supplemental disclosure of cash flow informationLeased assets obtained in exchange for new operating lease liabilities$175Â $80Â Leased assets obtained in exchange for new finance lease liabilities62Â 52Â Cash paid for interest148Â 109Â Cash paid for income taxes71Â 36Â Amounts may not add due to rounding.See accompanying notes to condensed consolidated financial statements.4Table of ContentsXPO, Inc.Condensed Consolidated Statements of Changes in Equity(Unaudited)Common StockÂ (Shares in thousands, dollars in millions)SharesAmountAdditional Paid-In CapitalRetained EarningsAccumulated Other Comprehensive LossTotal EquityBalance as of June 30, 2024116,344Â $â€”Â $1,322Â $402Â (225)1,499Â Net incomeâ€”Â â€”Â â€”Â 95Â â€”Â 95Â Other comprehensive incomeâ€”Â â€”Â â€”Â â€”Â 29Â 29Â Exercise and vesting of stock compensation awards57Â â€”Â â€”Â â€”Â â€”Â â€”Â Tax withholdings related to vesting of stock compensation awardsâ€”Â â€”Â (4)â€”Â â€”Â (4)Stock compensation expenseâ€”Â â€”Â 22Â â€”Â â€”Â 22Â Balance as of September 30, 2024116,401Â $â€”Â $1,340Â $496Â (195)1,641Â Common StockÂ (Shares in thousands, dollars in millions)SharesAmountAdditional Paid-In CapitalRetained EarningsAccumulated Other Comprehensive LossTotal EquityBalance as of December 31, 2023116,073Â $â€”Â $1,298Â $185Â (217)1,266Â Net incomeâ€”Â â€”Â â€”Â 312Â â€”Â 312Â Other comprehensive incomeâ€”Â â€”Â â€”Â â€”Â 21Â 21Â Exercise and vesting of stock compensation awards328Â â€”Â â€”Â â€”Â â€”Â â€”Â Tax withholdings related to vesting of stock compensation awardsâ€”Â â€”Â (22)â€”Â â€”Â (22)Stock compensation expenseâ€”Â â€”Â 64Â â€”Â â€”Â 64Â Balance as of September 30, 2024116,401Â $â€”Â $1,340Â $496Â (195)1,641Â 5Table of ContentsCommon Stock(Shares in thousands, dollars in millions)SharesAmountAdditional Paid-In CapitalRetained EarningsAccumulated Other Comprehensive LossTotal EquityBalance as of June 30, 2023115,939Â $â€”Â $1,268Â $43Â (192)1,119Â Net incomeâ€”Â â€”Â â€”Â 84Â â€”Â 84Â Other comprehensive lossâ€”Â â€”Â â€”Â â€”Â (22)(22)Exercise and vesting of stock compensation awards33Â â€”Â â€”Â â€”Â â€”Â â€”Â Tax withholdings related to vesting of stock compensation awardsâ€”Â â€”Â (2)â€”Â â€”Â (2)Stock compensation expenseâ€”Â â€”Â 17Â â€”Â â€”Â 17Â Otherâ€”Â â€”Â 1Â â€”Â 1Â â€”Â 1Â Balance as of September 30, 2023115,972Â $â€”Â $1,284Â $127Â (214)1,197Â Common Stock(Shares in thousands, dollars in millions)SharesAmountAdditional Paid-In CapitalRetained Earnings (Accumulated Deficit)Accumulated Other Comprehensive LossTotal EquityBalance as of December 31, 2022115,435Â $â€”Â $1,238Â (4)(222)$1,012Â Net incomeâ€”Â â€”Â â€”Â 131Â â€”Â 131Â Other comprehensive incomeâ€”Â â€”Â â€”Â â€”Â 8Â 8Â Exercise and vesting of stock compensation awards537Â â€”Â â€”Â â€”Â â€”Â â€”Â Tax withholdings related to vesting of stock compensation awardsâ€”Â â€”Â (14)â€”Â â€”Â (14)Stock compensation expenseâ€”Â â€”Â 58Â â€”Â â€”Â 58Â Otherâ€”Â â€”Â 2Â â€”Â â€”Â 2Â Balance as of September 30, 2023115,972Â $â€”Â $1,284Â $127Â (214)1,197Â Amounts may not add due to rounding.See accompanying notes to condensed consolidated financial statements.6Table of ContentsXPO, Inc.Notes to Condensed Consolidated Financial Statements(Unaudited)1. Organization, Description of Business and Basis of PresentationXPO, Inc., together with its subsidiaries (â€œXPO,â€ â€œweâ€ or the â€œCompanyâ€), is a leading provider of freight transportation services. We use our proprietary technology to move goods efficiently through our customersâ€™ supply chains in North America and Europe. See Note 2â€”Segment Reporting for additional information on our operations.Strategic DevelopmentsIn December 2023, we acquired 28 less-than-truckload (â€œLTLâ€) service centers in the U.S. previously operated by Yellow Corporation. In connection with this transaction, we purchased 26 of the service centers and assumed existing leases for the other two locations. This strategic acquisition of assets aligns with our commitment to invest in expanding our LTL network capacity.Our Board of Directors has previously authorized the divestiture of our European business. There can be no assurance that the divestiture will occur, or of the terms or timing of a transaction.Basis of Presentation We prepared our Condensed Consolidated Financial Statements in accordance with U.S. generally accepted accounting principles (â€œGAAPâ€) and on the same basis as the accounting policies described in our Annual Report on Form 10-K for the year ended DecemberÂ 31, 2023 (the â€œ2023 Form 10-Kâ€). The interim reporting requirements of Form 10-Q allow certain information and note disclosures normally included in annual consolidated financial statements to be condensed or omitted. These Condensed Consolidated Financial Statements should be read in conjunction with the 2023 Form 10-K.The Condensed Consolidated Financial Statements are not audited but reflect all adjustments that are of a normal recurring nature and are necessary for a fair presentation of the financial condition, operating results and cash flows for the interim periods presented. Operating results for the three and nine months ended SeptemberÂ 30, 2024 are not necessarily indicative of the results that may be expected for the year ending DecemberÂ 31, 2024.The historical results of operations and financial positions of RXO, Inc., GXO Logistics, Inc. and our intermodal operation are presented as discontinued operations and, as such, have been excluded from both continuing operations and segment results for all periods presented.Within the Condensed Consolidated Financial Statements and associated notes, certain amounts may not add due to the use of rounded numbers. Percentages presented are calculated from the underlying numbers in millions.Restricted CashAs ofÂ SeptemberÂ 30, 2024Â andÂ DecemberÂ 31, 2023, our restricted cash included in Other long-term assets on our Condensed Consolidated Balance Sheets was $7 million.Trade Receivables Securitization and Factoring ProgramsWe sell certain of our trade accounts receivable on a non-recourse basis to third-party financial institutions under factoring agreements. We also sell trade accounts receivable under a securitization program for our European Transportation business. We use trade receivables securitization and factoring programs to help manage our cash flows and offset the impact of extended payment terms for some of our customers.The maximum amount of net cash proceeds available at any one time under our securitization program, inclusive of any unsecured borrowings, is â‚¬200 million (approximately $223 million as of SeptemberÂ 30, 2024). As of September 30, 2024, the maximum amount available under the program was utilized. The weighted average interest rate was 5.37% as of SeptemberÂ 30, 2024. The program expires in July 2026.7Table of ContentsInformation related to the trade receivables sold was as follows:Three Months Ended September 30,Nine Months Ended September 30,(In millions)20242023202420232Securitization programsReceivables sold in period$440Â $452Â $1,339Â $1,362Â Cash consideration440Â 452Â 1,339Â 1,362Â Factoring programsReceivables sold in period20Â 23Â 61Â 81Â Cash consideration20Â 23Â 61Â 81Â Fair Value MeasurementsFair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The levels of inputs used to measure fair value are:â€¢Level 1â€”Quoted prices for identical instruments in active markets;â€¢Level 2â€”Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs are observable in active markets; andâ€¢Level 3â€”Valuations based on inputs that are unobservable, generally utilizing pricing models or other valuation techniques that reflect managementâ€™s judgment and estimates.We base our fair value estimates on market assumptions and available information. The carrying values of cash and cash equivalents, accounts receivable, accounts payable, accrued expenses and current maturities of long-term debt approximated their fair values as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023 due to their short-term nature and/or being receivable or

payable on demand. The Level 1 cash equivalents include money market funds valued using quoted prices in active markets and a cash deposit for the securitization program.The fair value hierarchy of cash equivalents was as follows:(In millions)Carrying ValueFair ValueLevel 1September 30, 2024$336Â $336Â $336Â December 31, 2023369Â 369Â 369Â We measure Level 1 equity investments at fair value on a recurring basis using quoted prices in active markets. As of September 30, 2024, the value of our equity investment was $3Â million and is reflected within Other current assets on our Condensed Consolidated Balance Sheets. During the three and nine months ended September 30, 2024, we recognized a gain on equity investments of $9Â million and $13Â million, respectively, in Corporate. These amounts are included in Other income on our Condensed Consolidated Statements of Income.For information on the fair value hierarchy of our derivative instruments, see Note 5â€”Derivative Instruments and for information on financial liabilities, see Note 6â€”Debt.Accounting Pronouncements Issued but Not Yet EffectiveIn December 2023, the Financial Accounting Standards Board (â€œFASBâ€) issued Accounting Standards Update (â€œASUâ€) 2023-09, â€œIncome Taxes (Topic 740): Improvements to Income Tax Disclosures.â€ The ASU modifies income tax disclosures by requiring (i) consistent categories and greater disaggregation of information in the rate reconciliations and (ii) the disclosure of income taxes paid disaggregated by jurisdiction, among other requirements. This ASU is effective for annual periods beginning in 2025, and should be applied on a prospective basis, with the option to apply retrospectively. Early adoption is permitted. We are currently evaluating the impact of the new standard, which is limited to financial statement disclosures.8Table of ContentsIn November 2023, the FASB issued ASU 2023-07, â€œSegment Reporting (Topic 280): Improvements to Reportable Segment Disclosures.â€ The amendments in the ASU increase reportable segment disclosure requirements primarily through enhanced disclosures about significant segment expenses. In addition, the amendments enhance interim disclosure requirements, clarify circumstances in which an entity can disclose multiple segment measures of profit and loss, and provide new segment disclosure requirements for entities with a single reportable segment, among other disclosure requirements. This ASU is effective on a retrospective basis for annual periods beginning in 2024, and for interim periods beginning January 1, 2025. Early adoption is permitted. We are currently evaluating the impact of the new standard, which is limited to financial statement disclosures.2. Segment ReportingWe are organized into two reportable segments: North American LTL, the largest component of our business, and European Transportation.In our North American LTL segment, we provide shippers with geographic density and day-definite domestic and cross-border services to the U.S., as well as Mexico, Canada and the Caribbean. Our North American LTL segment also includes the results of our trailer manufacturing operations.In our European Transportation segment, we serve an extensive base of customers within the consumer, trade and industrial markets. We offer dedicated truckload, LTL, truck brokerage, managed transportation, last mile, freight forwarding, warehousing and multimodal solutions, such as road-rail and road-short sea combinations.Corporate includes corporate headquarters costs for executive officers and certain legal and financial functions, and other costs and credits not attributed to our reportable segments.Our chief operating decision maker (â€œCODMâ€) regularly reviews financial information at the operating segment level to allocate resources to the segments and to assess their performance. We include items directly attributable to a segment, and those that can be allocated on a reasonable basis, in segment results reported to the CODM. We do not provide asset information by segment to the CODM. Our CODM evaluates segment profit (loss) based on adjusted earnings before interest, taxes, depreciation and amortization (â€œAdjusted EBITDAâ€), which we define as income from continuing operations before debt extinguishment loss, interest expense, income tax provision, depreciation and amortization expense, transaction and integration costs, restructuring costs and other adjustments. Segment Adjusted EBITDA includes an allocation of corporate costs.9Table of ContentsSelected financial data for our segments is as follows:Three Months Ended September 30,Nine Months Ended September 30,(in millions)2024202320242023RevenueNorth American LTL$1,251Â $1,228Â $3,743Â $3,484Â European Transportation803Â 752Â 2,407Â 2,320Â Total$2,053Â $1,980Â $6,150Â $5,804Â Adjusted EBITDANorth American LTL$284Â $241Â $836Â $631Â European Transportation44Â 44Â 131Â 127Â Corporate5Â (7)(3)(26)Total Adjusted EBITDA333Â 278Â 964Â 732Â Less:Debt extinguishment lossâ€”Â â€”Â â€”Â 23Â Interest expense 56Â 41Â 170Â 126Â Income tax provision40Â 31Â 60Â 48Â Depreciation and amortization expense126Â 110Â 365Â 318Â Transaction and integration costs (1)13Â 8Â 39Â 47Â Restructuring costs (2) 3Â 1Â 17Â 35Â Otherâ€”Â 1Â â€”Â 1Â Income from continuing operations$95Â $86Â $312Â $134Â Depreciation and amortization expenseNorth American LTL$89Â 75Â $257Â $214Â European Transportation36Â 35Â 106Â 100Â Corporate1Â â€”Â 3Â 4Â Total$126Â $110Â $365Â $318Â (1)Â Â Â Â Transaction and integration costs for the periods ended September 30, 2024 and September 30, 2023 are primarily comprised of stock-based compensation for certain employees related to strategic initiatives. Transaction and integration costs for the three months ended September 30, 2024 and 2023 include $1Â million and $1Â million, respectively, related to our European Transportation segment, and $12Â million and $7Â million, respectively, related to Corporate. Transaction and integration costs for the nine months ended September 30, 2024 and 2023 include $1Â million and $0Â million, respectively, related to our North American LTL segment, $2Â million and $2Â million, respectively, related to our European Transportation segment, and $36Â million and $45Â million, respectively, related to Corporate. (2)Â Â Â Â Restructuring costs for the three months ended September 30, 2024 and 2023 include $2Â million and $1Â million, respectively, related to our European Transportation segment, and $1Â million and $0Â million, respectively, related to Corporate. Restructuring costs for the nine months ended September 30, 2024 and 2023 include $2Â million and $10Â million, respectively, related to our North American LTL segment, $13Â million and $9Â million, respectively, related to our European Transportation segment, and $2Â million and $16Â million, respectively, related to Corporate. See Note 4â€” Restructuring Charges for further information on our restructuring actions.10Table of Contents3. Revenue RecognitionDisaggregation of RevenuesOur revenue disaggregated by geographic area based on sales office location was as follows:Three Months Ended September 30, 2024(In millions)North American LTLEuropean TransportationTotalRevenueUnited States$1,224Â $â€”Â $1,224Â North America (excluding United States)27Â â€”Â 27Â Franceâ€”Â 320Â 320Â United Kingdomâ€”Â 269Â 269Â Europe (excluding France and United Kingdom)â€”Â 214Â 214Â Total$1,251Â $803Â $2,053Â Three Months Ended September 30, 2023(In millions)North American LTLEuropean TransportationTotalRevenueUnited States$1,202Â $â€”Â $1,202Â North America (excluding United States)26Â â€”Â 26Â Franceâ€”Â 309Â 309Â United Kingdomâ€”Â 232Â 232Â Europe (excluding France and United Kingdom)â€”Â 211Â 211Â Total$1,228Â $752Â $1,980Â Nine Months Ended September 30, 2024(In millions)North American LTLEuropean TransportationTotalRevenueUnited States$3,662Â $â€”Â $3,662Â North America (excluding United States)81Â â€”Â 81Â Franceâ€”Â 984Â 984Â United Kingdomâ€”Â 766Â 766Â Europe (excluding France and United Kingdom)â€”Â 657Â 657Â Total$3,743Â $2,407Â $6,150Â Nine Months Ended September 30, 2023(In millions)North American LTLEuropean TransportationTotalRevenueUnited States$3,411Â $â€”Â $3,411Â North America (excluding United States)73Â â€”Â 73Â Franceâ€”Â 980Â 980Â United Kingdomâ€”Â 682Â 682Â Europe (excluding France and United Kingdom)â€”Â 658Â 658Â Total$3,484Â $2,320Â $5,804Â 11Table of Contents4. Restructuring ChargesWe engage in restructuring actions as part of our ongoing efforts to best use our resources and infrastructure. These actions generally include severance and facility-related costs, including impairment of lease assets, as well as contract termination costs, and are intended to improve our efficiency and profitability.Our restructuring-related activity was as follows:Nine Months Ended September 30, 2024(In millions)Reserve Balanceas of December 31, 2023Charges IncurredPaymentsForeign Exchange and OtherReserve Balance as of September 30, 2024SeveranceNorth American LTL$2Â $â€”Â (2)1Â $1Â European Transportation1Â 12Â (11)â€”Â 2Â Corporate8Â 2Â (7)(1)3Â Total$11Â $14Â (20)â€”Â $6Â In addition to the severance charges noted in the table above, we recorded non-cash charges in our North American LTL and European Transportation segments of $2Â million and $1Â million, respectively, during the first nine months of 2024.We expect that the majority of the cash outlays related to the severance charges incurred in the first nine months of 2024 will be completed within 12 months.5. Derivative Instruments In the normal course of business, we are exposed to risks arising from business operations and economic factors, including fluctuations in interest rates and foreign currencies. We use derivative instruments to manage the volatility related to these exposures. The objective of these derivative instruments is to reduce fluctuations in our earnings and cash flows associated with changes in foreign currency exchange rates and interest rates. These financial instruments are not used for trading or other speculative purposes. Historically, we have not incurred, and do not expect to incur in the future, any losses as a result of counterparty default.The fair value of our derivative instruments and the related notional amounts were as follows:September 30, 2024Derivative AssetsDerivative Liabilities(In millions)Notional AmountBalance Sheet CaptionFair ValueBalance Sheet CaptionFair ValueDerivatives designated as hedgesCross-currency swap agreements$249Â Other current assetsâ€”Â Other current liabilities$(17)Cross-currency swap agreements403Â Other long-term assetsâ€”Â Other long-term liabilities(22)Interest rate swaps550Â Other current assetsâ€”Â Other current liabilities(1)Totalâ€”Â $(39)12Table of Contents December 31, 2023Derivative AssetsDerivative Liabilities(In millions)Notional AmountBalance Sheet CaptionFair ValueBalance Sheet CaptionFair ValueDerivatives designated as hedgesCross-currency swap agreements$652Â Other current assetsâ€”Â Other current liabilities$(34)Interest rate swaps350Â Other current assetsâ€”Â Other current liabilities(2)Interest rate swaps200Â Other long-term assetsâ€”Â Other long-term liabilitiesâ€”Â Totalâ€”Â $(36) The derivatives are classified as Level 2 within the fair value hierarchy. The derivatives are valued using inputs other than quoted prices, such as foreign exchange rates and yield curves.The effect of derivative and nonderivative instruments designated as hedges on our Condensed Consolidated Statements of Income was as follows:Amount of Gain (Loss) Recognized in Other Comprehensive Income (Loss) on DerivativesAmount of Gain Reclassified from AOCI into Net IncomeAmount of Gain Recognized in Income on Derivative (Amount Excluded from Effectiveness Testing)Three Months Ended September 30,(In millions)2024202320242023202420232024Derivatives designated as cash flow hedgesInterest rate swaps(1)â€”Â $1Â $â€”Â $â€”Â Derivatives designated as net investment hedgesCross-currency swap agreements(23)20Â â€”Â â€”Â 2Â 2Â Total(24)19Â $â€”Â $1Â $2Â $2Â Amount of Gain (Loss) Recognized in Other Comprehensive Income (Loss) on DerivativesAmount of Gain Reclassified from AOCI into Net IncomeAmount of Gain Recognized in Income on Derivative (Amount Excluded from Effectiveness Testing)Nine Months Ended September 30,(In millions)2024202320242023202420232024Derivatives designated as cash flow hedgesInterest rate swaps$1Â $1Â $1Â $2Â $â€”Â $â€”Â Derivatives designated as net investment hedgesCross-currency swap agreements(5)7Â â€”Â â€”Â 7Â 6Â Total(4)8Â $1Â $2Â $7Â $6Â Cross-Currency Swap AgreementsWe enter into cross-currency swap agreements to manage the foreign currency exchange risk related to our international operations by effectively converting our fixed-rate USD-denominated debt, including the associated interest payments, to fixed-rate, euro (â€œEURâ€)-denominated debt. The risk management objective of these transactions is to manage foreign currency risk relating to net investments in subsidiaries denominated in foreign currencies and reduce the variability in the functional currency equivalent cash flows of this debt.During the term of the swap contracts, we receive interest on a quarterly basis from the counterparties based on USD fixed interest rates, and we pay interest, also on a quarterly basis, to the counterparties based on EUR fixed interest 13Table of Contentsrates. At maturity, we will repay the original principal amount in EUR and receive the principal amount in USD. These agreements expire at various dates through 2027.We designated these cross-currency swaps as qualifying hedging instruments and account for them as net investment hedges. We apply the simplified method of assessing the effectiveness of our net investment hedging relationships. Under this method, for each reporting period, the change in the fair value of the cross-currency swaps is initially recognized in Accumulated other comprehensive income (â€œAOCIâ€). The change in the fair value due to foreign exchange remains in AOCI and the initial component excluded from effectiveness testing will initially remain in AOCI and then will be reclassified from AOCI to Interest expense each period in a systematic manner. Cash flows related to the periodic exchange of interest payments for these net investment hedges are included in Cash flows from operating activities of continuing operations on our Condensed Consolidated Statements of Cash Flows.Interest Rate HedgingWe execute short-term interest rate swaps to mitigate variability in forecasted interest payments on our Senior Secured Term Loan Credit Agreement (the â€œTerm Loan Credit Agreementâ€). The interest rate swaps convert floating-rate interest payments into fixed rate interest payments. We designated the interest rate swaps as qualifying hedging instruments and account for these derivatives as cash flow hedges. The outstanding interest rate swaps mature on various dates in 2024 and 2025.We record gains and losses resulting from fair value adjustments to the designated portion of interest rate swaps in AOCI and reclassify them to Interest expense on the dates that interest payments accrue. Cash flows related to the interest rate swaps are included in Cash flows from operating activities of continuing operations on our Condensed Consolidated Statements of Cash Flows.6. Debt September 30, 2024December 31, 2023(In millions)Principal BalanceCarrying ValuePrincipal BalanceCarrying ValueTerm loan facility$1,100Â $1,089Â $1,100Â $1,087Â 6.25% senior secured notes due 2028830Â 823Â 830Â 822Â 7.125% senior notes due 2031450Â 445Â 450Â 445Â 7.125% senior notes due 2032585Â 576Â 585Â 575Â 6.70% senior debentures due 2034300Â 224Â 300Â 221Â Finance leases, asset financing and other254Â 254Â 254Â 254Â Total debt3,519Â 3,411Â 3,519Â 3,404Â Short-term borrowings and current maturities of long-term debt68Â 68Â 69Â 69Â Long-term debt$3,451Â $3,343Â $3,450Â $3,335Â The fair value of our debt and classification in the fair value hierarchy was as follows:(In millions)Fair ValueLevel 1Level 2September 30, 2024$3,616Â $2,276Â $1,340Â December 31, 20233,583Â 2,235Â 1,348Â We valued Level 1 debt using quoted prices in active markets. We valued Level 2 debt using bid evaluation pricing models or quoted prices of securities with similar characteristics.ABL FacilityAs of SeptemberÂ 30, 2024, our borrowing base was $557 million and our availability under our Second Amended and Restated Revolving Credit Agreement, as amended (the â€œABL Facilityâ€), was $556 million after considering outstanding letters of credit of less than $1Â million. As of SeptemberÂ 30, 2024, we were in compliance with the ABL Facilityâ€™s financial covenants.14Table of ContentsLetters of Credit FacilityAs of September 30, 2024, we had issued $137 million in aggregate face amount of letters of credit under our $200Â million uncommitted secured evergreen letter of credit facility.Term Loan FacilityIn 2015, we entered into a Term Loan Credit Agreement that provided for a single borrowing of $1.6Â billion, which was subsequently amended to increase the principal balance to $2.0Â billion and to extend the maturity date to February 2025 (the â€œExisting Term Loan Facilityâ€).In the second quarter of 2023, we amended the Term Loan Credit Agreement to obtain $700Â million of new term loans (the â€œNew Term Loan Facilityâ€) having substantially similar terms as the Existing Term Loan Facility, except with respect to maturity date, issue price, interest rate, prepayment premiums in connection with certain voluntary prepayments and certain other provisions. The New Term Loan Facility was issued at 99.5% of the face amount and will mature in May 2028.In the same period, we used net proceeds from the New Term Loan Facility, the Senior Secured Notes due 2028 (as defined below) and the Senior Notes due 2031 (as defined below), together with cash on hand, to repay $2.0Â billion of outstanding principal under the Existing Term Loan Facility and to pay related fees, expenses and accrued interest. We recorded a debt extinguishment loss of $23Â million in the second quarter 2023 due to this repayment.In the fourth quarter of 2023, we entered into an incremental amendment to the Term Loan Credit Agreement to obtain $400Â million of incremental term loans (the â€œIncremental Term Loansâ€). The Incremental Term Loans are a new tranche of loans under the Term Loan Credit Agreement and will mature in February 2031.The weighted average interest rate of our term loans was approximately 7.20% as of SeptemberÂ 30, 2024.Senior Notes Due 2028 and 2031In the second quarter of 2023, we completed private placements of $830Â million aggregate principal amount of senior secured notes due 2028 (the â€œSenior Secured Notes due 2028â€) and $450Â million aggregate principal amount of senior notes due 2031 (the â€œSenior Notes due 2031â€). The Senior Secured Notes due 2028 mature in June 2028 and bear interest at a rate of 6.25% per annum. The Senior Notes due 2031 mature in June 2031 and bear interest at a rate of 7.125% per annum. Interest is payable semi-annually in cash in arrears and commenced December 1, 2023. These notes were issued at par and were used to repay our Existing Term Loan Facility as described above.7. Income TaxesDuring the second quarter of 2024, the Company executed a legal entity reorganization in our European Transportation business that resulted in a one-time tax benefit of $41Â million for the second quarter of 2024 ($40Â million for the nine months ended September 30, 2024).15Table of Contents8. Earnings (Loss) per ShareThe computations of basic and diluted earnings per share were as follows:Three Months Ended September 30,Nine Months Ended September 30,(In millions, except per share data)2024202320242023Net income from continuing operations$95Â $86Â $312Â $134Â Net loss from discontinued operationsâ€”Â (2)â€”Â (3)Net income$95Â $84Â $312Â $131Â Basic weighted-average common shares116Â 116Â 116Â 116Â Dilutive effect of stock-based awards4Â 3Â 4Â 2Â Diluted weighted-average common shares120Â 119Â 120Â 118Â Basic earnings from continuing operations per share$0.81Â $0.74Â $2.68Â $1.16Â Basic loss from discontinued operations per shareâ€”Â (0.01)â€”Â (0.02)Basic earnings per share$0.81Â $0.73Â $2.68Â $1.14Â Diluted earnings from continuing operations per share$0.79Â $0.72Â $2.60Â $1.14Â Diluted loss from discontinued operations per shareâ€”Â (0.01)â€”Â (0.02)Diluted earnings per share$0.79Â $0.71Â $2.60Â $1.12Â 9. Commitments and ContingenciesWe are involved, and expect to continue to be involved, in numerous proceedings arising out of the conduct of our business. These proceedings may include claims for property damage or personal injury incurred in connection with the transportation of freight, environmental liability, commercial disputes, insurance coverage disputes and employment-related claims, including claims involving asserted breaches of employee restrictive covenants.We establish accruals for specific legal proceedings when it is considered probable that a loss has been incurred and the amount of the loss can be reasonably estimated. We review and adjust, as appropriate, accruals for loss contingencies at least quarterly and as additional information becomes available. If a loss is not both probable and reasonably estimable, or if an exposure to loss exists in excess of the amount accrued, we assess whether there is at least a reasonable possibility that a loss, or additional loss, may have been incurred. If there is a reasonable possibility that a loss, or additional loss, may have been

incurred, we disclose the estimate of the possible loss or range of loss if it is material and an estimate can be made, or disclose that such an estimate cannot be made. The determination as to whether a loss can reasonably be considered to be possible or probable is based on our assessment, together with legal counsel, regarding the ultimate outcome of the matter.We believe that we have adequately accrued for the potential impact of loss contingencies that are probable and reasonably estimable. We do not believe that the ultimate resolution of any matters to which we are presently a party will have a material adverse effect on our results of operations, financial condition or cash flows. However, the results of these matters cannot be predicted with certainty, and an unfavorable resolution of one or more of these matters could have a material adverse effect on our financial condition, results of operations or cash flows. Legal costs incurred related to these matters are expensed as incurred.We carry liability and excess umbrella insurance policies that we deem sufficient to cover potential legal claims arising in the normal course of conducting our operations as a transportation company. In the event we are required to satisfy a legal claim outside the scope of the coverage provided by insurance, our financial condition, results of operations or cash flows could be negatively impacted.16Table of ContentsInsurance Contribution LitigationIn April 2012, Allianz Global Risks US Insurance Company sued eighteen insurance companies in a case captioned Allianz Global Risks US Ins. Co. v. ACE Property & Casualty Ins. Co., et al., Multnomah County Circuit Court (Case No. 1204-04552). Allianz Global Risks US Ins. Co. (â€œAllianzâ€) sought contribution on environmental and product liability claims that Allianz agreed to defend and indemnify on behalf of its insured, Daimler Trucks North America (â€œDTNAâ€). Defendants had insured Freightlinerâ€™s assets, which DTNA acquired in 1981. Con-way, Freightlinerâ€™s former parent company, intervened. We acquired Con-way in 2015. Con-way and Freightliner had self-insured under fronting agreements with defendant insurers ACE, Westport, and General. Under those agreements, Con-way agreed to indemnify the fronting carriers for damages assessed under the fronting policies. Con-wayâ€™s captive insurer, Centron, was also a named defendant. After a seven-week jury trial in 2014, the jury found that Con-way and the fronting insurers never intended that the insurers defend or indemnify any claims against Freightliner. In June 2015, Allianz appealed to the Oregon Court of Appeals. In May 2019, the Oregon Court of Appeals upheld the jury verdict. In September 2019, Allianz appealed to the Oregon Supreme Court. In March 2021, the Oregon Supreme Court reversed the jury verdict, holding that it was an error to allow the jury to decide how the parties intended the fronting policies to operate, and also holding that the trial court improperly instructed the jury concerning one of the pollution exclusions at issue. In July 2021, the matter was remanded to the trial court for further proceedings consistent with the Oregon Supreme Courtâ€™s decision. In June 2023, the trial court decided the partiesâ€™ cross-motions for summary judgment, leaving open the pollution exclusion and allocation issues. The trial on the pollution exclusion issue took place in October 2024 where the jury issued a favorable verdict for the Company, finding that the pollution exclusion applied to the General policy over several years for which Allianz seeks contribution. The trial on allocation of defense and indemnity costs among the applicable insurance policies is to take place in early 2025. We have accrued an immaterial amount for the potential exposure associated with ultimate allocation to the relevant policies; however, any losses that may arise in connection with the fronting policies issued by defendant insurers ACE, Westport, and General are not reasonably estimable at this time.17Table of ContentsItem 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations.Cautionary Statement Regarding Forward-Looking StatementsThis Quarterly Report on Form 10-Q and other written reports and oral statements we make from time to time contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the â€œSecurities Actâ€), and Section 21E of the Securities Exchange Act of 1934, as amended (the â€œExchange Actâ€). All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements. In some cases, forward-looking statements can be identified by the use of forward-looking terms such as â€œanticipate,â€ â€œestimate,â€ â€œbelieve,â€ â€œcontinue,â€ â€œcould,â€ â€œintend,â€ â€œmay,â€ â€œplan,â€ â€œpotential,â€ â€œpredict,â€ â€œshould,â€ â€œwill,â€ â€œexpect,â€ â€œobjective,â€ â€œprojection,â€ â€œforecast,â€ â€œgoal,â€ â€œguidance,â€ â€œoutlook,â€ â€œeffort,â€ â€œtarget,â€ â€œtrajectoryâ€ or the negative of these terms or other comparable terms. However, the absence of these words does not mean that the statements are not forward-looking. These forward-looking statements are based on certain assumptions and analyses made by the Company in light of its experience and its perception of historical trends, current conditions and expected future developments, as well as other factors it believes are appropriate in the circumstances. These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions that may cause actual future results, levels of activity, performance or achievements to be materially different from our expected future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. Factors that might cause or contribute to a material difference include those discussed below and the risks discussed in the Companyâ€™s other filings with the Securities and Exchange Commission (the â€œSECâ€). All forward-looking statements set forth in this Quarterly Report on Form 10-Q are qualified by these cautionary statements, and there can be no assurance that the actual results or developments anticipated by the Company will be realized or, even if substantially realized, that they will have the expected consequence to or effects on the Company or its business or operations. The following discussion should be read in conjunction with the Companyâ€™s unaudited Condensed Consolidated Financial Statements and related notes thereto included elsewhere in this Quarterly Report on Form 10-Q, and with the audited consolidated financial statements and related notes thereto included in the Annual Report on Form 10-K for the year ended December 31, 2023 (the â€œ2023 Form 10-Kâ€). Forward-looking statements set forth in this Quarterly Report on Form 10-Q speak only as of the date hereof, and we do not undertake any obligation to update forward-looking statements to reflect subsequent events or circumstances, changes in expectations or the occurrence of unanticipated events, except to the extent required by law.Executive SummaryXPO, Inc., together with its subsidiaries (â€œXPO,â€ â€œweâ€ or the â€œCompanyâ€), is a leading provider of freight transportation services, with company-specific avenues for value creation. We use our proprietary technology to move goods efficiently through our customersâ€™ supply chains in North America and Europe. As of SeptemberÂ 30, 2024, we had approximately 38,000 employees and 611 locations in 17 countries serving approximately 54,000 customers.Our company has two reportable segments: North American Less-Than-Truckload (â€œLTLâ€), the largest component of our business, and European Transportation. Our North American LTL segment includes the results of our trailer manufacturing operations.Within the tables presented, certain amounts may not add due to the use of rounded numbers. Unless otherwise indicated, percentages presented are calculated from the underlying numbers in millions.North American LTL SegmentLTL in North America is a bedrock industry providing a critical service to the economy, with favorable pricing dynamics and an established competitive landscape. XPO is one of the largest LTL networks in North America, with approximately 9% share of the U.S. market, estimated to be $52 billion as of December 31, 2023.18Table of ContentsWe provide approximately 35,000 shippers in North America with critical geographic density and day-definite domestic and cross-border services to approximately 99% of U.S. zip codes, as well as Mexico, Canada and the Caribbean. Our capacity and reach give us the ability to manage large freight volumes efficiently and balance our network to leverage fixed costs. For the trailing 12 months ended September 30, 2024, our customer-focused organization of truck drivers, service center teams and sales professionals worked together to move approximately 18 billion pounds of freight through our network to its destinations.Importantly, our LTL business historically has generated a high return on invested capital and robust free cash flow. This supports our ongoing investments in our people, network capacity and proprietary technology. We manage the business to specific objectives, such as high customer service scores for on-time delivery and damage-free freight, the optimal sourcing of linehaul transportation, and the expansion of our service center footprint in strategic markets with long-term demand. Since implementing our LTL 2.0 growth plan in the fourth quarter of 2021, we have added over 4,400 tractors and 14,700 trailers. In 2023, we produced over 6,400 trailers at our in-house trailer manufacturing facility, surpassing our goal of more than 6,000 trailers, and for the nine months ended September 30, 2024, we produced over 3,600 trailers. Our in-house trailer manufacturing is an example of a self-reliant capability that is competitively advantageous to us, particularly when industry conditions make it difficult to source equipment.In December 2023, we completed the acquisition of 28 service centers previously operated by Yellow Corporation (the â€œYellow Asset Acquisitionâ€), representing approximately 2,900 doors. We expect the net increase in doors to be approximately two-thirds of the gross number purchased as we look for opportunities to rationalize our existing footprint. This strategic acquisition of assets aligns with our commitment to invest in expanding our LTL network capacity.As a leading provider of freight transportation services, our business can be impacted to varying degrees by factors beyond our control. In 2024, the overall freight environment continues to be recessionary, in large part due to underlying demand trends. Despite this, we continue to perform well and see growth potential ahead as we continue to expand our business by investing in capacity for the long-term, gaining profitable market share and aligning price with the value we provide to customers.Specific to our technology, we believe that we have a large opportunity to drive further growth and profitability in our LTL network through innovation. For more information, see â€œTechnologyâ€ below.European Transportation SegmentXPO has a unique pan-European transportation platform with leading positions in key geographies: We are the #1 full truckload broker and the #1 pallet network (LTL) provider in France; the #1 full truckload broker and the #1 LTL provider in Iberia (Spain and Portugal); and a top-tier dedicated truckload provider in the U.K., where we also have the largest single-owner LTL network. We serve an extensive base of customers within the consumer, trade and industrial markets, including many sector leaders that have long-tenured relationships with us.Our range of freight services in Europe encompasses dedicated truckload, LTL, truck brokerage, managed transportation, last mile, freight forwarding, warehousing and, increasingly, multimodal solutions, such as road-rail and road-short sea combinations that we tailor to customer needs. Our operators use our proprietary technology to manage these services within our digital ecosystem in Europe.TechnologyOne of the ways in which we deliver superior service to our customers is by empowering our employees with technology. Our industry is evolving, and customers want to de-risk their supply chains by forming relationships with reliable service providers that have invested in innovation.We have built a highly scalable ecosystem on the cloud that deploys our software consistently across our operating footprint. In our North American LTL business, the caliber of our technology is mission-critical to our success; it optimizes linehaul, pickup-and-delivery and pricing â€” the main components of the service we provide. An LTL network of our scale has hundreds of thousands of activities underway at any given time, all managed on our technology. For the trailing 12 months ended September 30, 2024, we moved approximately 18 billion pounds of freight 820 million miles, including moving linehaul freight an average of 2.6 million miles a day.19Table of ContentsWith intelligent route-building, we can reduce empty miles in our linehaul network, improve load factor and mitigate cargo damage. Our proprietary bypass models make recommendations to enhance trailer utilization, assimilating massive amounts of data and taking volume, density, and freight dimensions into account. We use our real-time visualization tools to reduce costs with pickups and deliveries and developed a robust pricing platform for contractual account management and automated, dynamic pricing for local accounts.Consolidated Summary Financial TableThree Months Ended September 30,Percent of RevenueChangeNine Months Ended September 30,Percent of RevenueChange(Dollars in millions)20242023202420232024 vs. 2023Revenue$2,053Â $1,980Â 100.0Â %100.0Â %3.7Â %$6,150Â $5,804Â 100.0Â %100.0Â %6.0Â %Salaries, wages and employee benefits852Â 809Â 41.5Â %40.9Â %5.3Â %2,541Â 2,354Â 41.3Â %40.6Â %7.9Â %Purchased transportation430Â 437Â 20.9Â %22.1Â %(1.6)%1,303Â 1,338Â 21.2Â %23.1Â %(2.6)%Fuel, operating expenses and supplies399Â 406Â 19.4Â %20.5Â %(1.7)%1,213Â 1,223Â 19.7Â %21.1Â %(0.8)%Operating taxes and licenses21Â 15Â 1.0Â %0.8Â %40.0Â %61Â 45Â 1.0Â %0.8Â %35.6Â %Insurance and claims33Â 39Â 1.6Â %2.0Â %(15.4)%105Â 129Â 1.7Â %2.2Â %(18.6)%(Gains) losses on sales of property and equipmentâ€”Â 1Â â€”Â %0.1Â %(100.0)%(5)(4)(0.1)%(0.1)%25.0Â %Depreciation and amortization expense126Â 110Â 6.1Â %5.6Â %14.5Â %365Â 318Â 5.9Â %5.5Â %14.8Â %Transaction and integration costs13Â 8Â 0.6Â %0.4Â %62.5Â %39Â 47Â 0.6Â %0.8Â %(17.0)%Restructuring costs3Â 1Â 0.1Â %0.1Â %200.0Â %17Â 35Â 0.3Â %0.6Â %(51.4)%Operating income176Â 154Â 8.6Â %7.8Â %14.3Â %511Â 319Â 8.3Â %5.5Â %60.2Â %Other income(15)(4)(0.7)%(0.2)%275.0Â %(31)(12)(0.5)%(0.2)%158.3Â %Debt extinguishment lossâ€”Â â€”Â %â€”Â %â€”Â %â€”Â %23Â â€”Â %0.4Â %(100.0)%Interest expense56Â 41Â 2.7Â %2.1Â %36.6Â %170Â 126Â 2.8Â %2.2Â %34.9Â %Income from continuing operations before income tax provision135Â 117Â 6.6Â %5.9Â %15.4Â %372Â 182Â 6.0Â %3.1Â %104.4Â %Income tax provision40Â 31Â 1.9Â %1.6Â %29.0Â %60Â 48Â 1.0Â %0.8Â %25.0Â %Income from continuing operations95Â 86Â 4.6Â %4.3Â %10.5Â %312Â 134Â 5.1Â %2.3Â %132.8Â %Loss from discontinued operations, net of taxesâ€”Â (2)â€”Â %(0.1)%(100.0)%â€”Â (3)â€”Â %(0.1)%(100.0)%Net income$95Â $84Â 4.6Â %4.2Â %13.1Â %$312Â $131Â 5.1Â %2.3Â %138.2Â %Three and Nine Months Ended SeptemberÂ 30, 2024 Compared with Three and Nine Months Ended SeptemberÂ 30, 2023Our consolidated revenue for the third quarter of 2024 increased 3.7% to $2.1 billion, compared with the same quarter in 2023. Our consolidated revenue for the first nine months of 2024 increased 6.0% to $6.2 billion, compared with the same period in 2023. The increase in both periods reflects growth in both of our reportable segments, partially offset by a decline in fuel surcharge revenue in our North American LTL segment. Foreign currency movement did not impact revenue in the third quarter of 2024 and increased revenue by approximately 0.3 percentage points in the first nine months of 2024.Salaries, wages and employee benefits includes compensation-related costs for our employees, including salaries, wages, incentive compensation, healthcare-related costs and payroll taxes, and covers drivers and dockworkers, operations and facility workers and employees in support roles and other positions. Salaries, wages and employee benefits for the third quarter of 2024 was $852 million, or 41.5% of revenue, compared with $809 million, or 40.9% of revenue, for the same quarter in 2023. Salaries, wages and employee benefits for the first nine months of 2024 was $2.5 billion, or 41.3% of revenue, compared with $2.4 billion, or 40.6% of revenue, for the same period in 20Table of Contents2023. The year-over-year increase as a percentage of revenue in both periods primarily reflects the impact of inflation on our cost base and the insourcing of a greater proportion of linehaul from third-party transportation providers.Purchased transportation includes costs of procuring third-party freight transportation. Purchased transportation for the third quarter of 2024 was $430 million, or 20.9% of revenue, compared with $437 million, or 22.1% of revenue, for the same quarter in 2023. Purchased transportation for the first nine months of 2024 was $1.30 billion, or 21.2% of revenue, compared with $1.34 billion, or 23.1% of revenue, for the same period in 2023. The year-over-year decrease as a percentage of revenue in both periods primarily reflects the insourcing of a greater proportion of linehaul from third-party transportation providers and, to a lesser extent, lower rates paid to third-party providers for purchased transportation miles in our North American LTL segment, partially offset by higher purchased transportation in our European Transportation segment. Fuel, operating expenses and supplies includes the cost of fuel purchased for use in our vehicles as well as related taxes, maintenance and lease costs for our equipment, including tractors and trailers, costs related to operating our owned and leased facilities, bad debt expense, third-party professional fees, information technology expenses and supplies expense. Fuel, operating expenses and supplies for the third quarter of 2024 was $399 million, or 19.4% of revenue, compared with $406 million, or 20.5% of revenue, for the same quarter in 2023. Fuel, operating expenses and supplies for the first nine months of 2024 was $1.21 billion, or 19.7% of revenue, compared with $1.22 billion, or 21.1% of revenue, for the same period in 2023. The year-over-year decrease as a percentage of revenue in both periods primarily reflects lower fuel costs.Operating taxes and licenses includes tax expenses related to our vehicles and our owned and leased facilities as well as license expenses to operate our vehicles. Operating taxes and licenses for the third quarter of 2024 was $21 million, compared with $15 million for the same quarter in 2023. Operating taxes and licenses for the first nine months of 2024 was $61 million, compared with $45 million for the same period in 2023. The year-over-year increase in both periods primarily reflects property taxes on service centers acquired in the Yellow Asset Acquisition.Insurance and claims includes costs related to vehicular and cargo claims for both purchased insurance and self-insurance programs. Insurance and claims for the third quarter of 2024 was $33 million, compared with $39 million for the same quarter in 2023. Insurance and claims for the first nine months of 2024 was $105 million, compared with $129 million for the same period in 2023. The year-over-year decrease in both periods reflects lower expense due to improved damage frequency, partially offset by higher vehicular insurance costs.(Gains) losses on sales of property and equipment for the third quarter of 2024 was $0 million, compared with a loss of $1 million for the same quarter in 2023. (Gains) losses on sales of property and equipment in the first nine months of 2024 was a gain of $5 million, compared with a gain of $4 million for the same period in 2023.Depreciation and amortization expense for the third quarter of 2024 was $126 million, compared with $110 million for the same quarter in 2023. Depreciation and amortization expense for the first nine months of 2024 was $365 million, compared with $318 million for the same period in 2023. The year-over-year increase in both periods reflects the impact of capital investments, in particular tractors and trailers, as well as service centers acquired in the Yellow Asset Acquisition. Transaction and integration costs for the third quarter of 2024 were $13 million, compared with $8 million for the same quarter in 2023. Transaction and integration costs for the first nine months of 2024 were $39 million, compared with $47 million for the same period in 2023. Transaction and integration costs for both periods of 2024 and 2023 are primarily comprised of stock-based compensation for certain employees related to strategic initiatives. We expect stock-based compensation costs related to our previously announced strategic initiatives to conclude in 2024.Restructuring costs for the third quarter of 2024 were $3 million, compared with $1 million for the same quarter in 2023. Restructuring costs for the first nine months of 2024 were $17 million, compared with $35 million for the same period in 2023. We engage in restructuring actions as part of our ongoing efforts to best use our resources and infrastructure. For more information, see Note 4â€”Restructuring Charges to our Condensed Consolidated Financial Statements.21Table of ContentsOther income for the third quarter of 2024 was $15 million, compared with $4 million for the same quarter in 2023. Other income for the first nine months of 2024 was $31 million, compared with $12 million for the same period in

2023. The year-over-year increase reflects $9 million of investment income in the third quarter of 2024 and $13 million of investment income in the first nine months of 2024 in Corporate on a past investment in a private company that was sold in the quarter, compared with no investment income in the 2023 periods, as well as an increase in net periodic pension income in both 2024 periods.Debt extinguishment loss was $23 million for the first nine months of 2023, which related to the refinancing of our Existing Term Loan Facility (as defined below) in the second quarter of 2023. There was no debt extinguishment loss in the third quarter of 2023 or in 2024.Interest expense increased to $56 million for the third quarter of 2024, compared with $41 million for the same quarter in 2023. Interest expense increased to $170 million for the first nine months of 2024, compared with $126 million for the same period in 2023. The increase in both periods is primarily due to the debt issuance in the fourth quarter of 2023 to finance the Yellow Asset Acquisition.Our effective income tax rates were 29.7% and 27.0% for the third quarter of 2024 and 2023, respectively, and 16.0%Â and 26.4% for the first nine months of 2024 and 2023, respectively. The effective income tax rates for the third quarter and nine-month periods of 2024 and 2023 were based on forecasted full-year effective income tax rates, adjusted for discrete items that occurred within the periods presented. The increase in our effective income tax rate for the third quarter of 2024 compared to the same period in 2023 was primarily driven by losses for which no tax benefit can be recognized and a reduction in the one-time tax benefit initially recognized in the second quarter of 2024 related to the legal entity reorganization in our European Transportation business, partially offset by a decrease in forecasted non-deductible executive compensation expense. The decrease in our effective income tax rate for the first nine months of 2024 compared to the same period in 2023 was primarily driven by a one-time tax benefit of $40Â million associated with the legal entity reorganization in our European Transportation business and a reduced impact from forecasted non-deductible executive compensation expense as a result of higher pre-tax income in 2024 compared to the same period in 2023, partially offset by the impact of losses for which no tax benefit can be recognized.We expect the legal entity reorganization to generate a net cash refund of approximately $45 million, to be received primarily in 2025.Segment Financial ResultsOur chief operating decision maker (â€œCODMâ€) regularly reviews financial information at the operating segment level to allocate resources to the segments and to assess their performance. Our CODM evaluates segment profit (loss) based on adjusted earnings before interest, taxes, depreciation and amortization (â€œAdjusted EBITDAâ€), which we define as income from continuing operations before debt extinguishment loss, interest expense, income tax provision, depreciation and amortization expense, transaction and integration costs, restructuring costs and other adjustments. Segment Adjusted EBITDA includes an allocation of corporate costs. See Note 2â€”Segment Reporting to our Condensed Consolidated Financial Statements for further information and a reconciliation of Adjusted EBITDA to Income from continuing operations. 22Table of ContentsNorth American Less-Than-Truckload SegmentThree Months Ended September 30,Percent of RevenueChangeNine Months Ended September 30,Percent of RevenueChange(Dollars in millions)20242023202420232024 vs. 20232024202320242023202420232024 vs.
2023Revenue$1,251Â $1,228Â 100.0Â %100.0Â %1.9Â %$3,743Â $3,484Â 100.0Â %100.0Â %7.4Â %Adjusted EBITDA
(1)284Â 241Â 22.7Â %19.6Â %17.8Â %836Â 631Â 22.3Â %18.1Â %32.5Â %Depreciation and amortization89Â 75Â 7.1Â %6.1Â %18.7Â %257Â 214Â 6.9Â %6.1Â %20.1Â %(1)Â Â Â Â Percent of Revenue is calculated using the underlying unrounded amounts. Revenue in our North American LTL segment increased 1.9% to $1.3 billion for the third quarter of 2024, compared with $1.2 billion for the same quarter in 2023. Revenue increased 7.4% to $3.7 billion for the first nine months of 2024, compared with $3.5 billion for the same period in 2023. Revenue included fuel surcharge revenue of $195 million and $223 million, respectively, for the third quarters of 2024 and 2023, and $613 million and $636 million, respectively, for the first nine months of 2024 and 2023. The decrease in fuel surcharge revenue was primarily driven by lower diesel prices.We evaluate the revenue performance of our LTL business using several commonly used metrics, including volume (weight per day in pounds) and yield, which is a commonly used measure of LTL pricing trends. We measure yield using gross revenue per hundredweight, excluding fuel surcharges. Impacts on yield can include weight per shipment and length of haul, among other factors, while impacts on volume can include shipments per day and weight per shipment. The following table summarizes our key revenue metrics: Three Months Ended September 30,Nine Months Ended September 30,20242023Change %20242023Change %Pounds per day (thousands)69,470Â 72,257Â (3.9)%70,950Â 70,465Â 0.7Â %Shipments per day51,921Â 53,637Â (3.2)%52,281Â 51,303Â 1.9Â %Average weight per shipment (in pounds)1,338Â 1,347Â (0.7)%1,357Â 1,374Â (1.2)%Gross revenue per hundredweight, excluding fuel surcharges$24.34Â $22.81Â 6.7Â %$23.67Â $21.84Â 8.4Â %Percentages presented are calculated using the underlying unrounded amounts.The year-over-year increase in revenue, excluding fuel surcharge revenue, for both the third quarter and first nine months of 2024 reflects higher yield, primarily related to our improvements in service quality and the benefit of numerous pricing initiatives, partially offset by lower volume in the third quarter of 2024. The decrease in volume per day for the third quarter of 2024 reflects lower shipments per day and average weight per shipment. Volume per day increased for the first nine months of 2024, reflecting higher shipments per day partially offset by lower average weight per shipment.Adjusted EBITDA was $284 million, or 22.7% of revenue, for the third quarter of 2024, compared with $241 million, or 19.6% of revenue, for the same quarter in 2023. Adjusted EBITDA was $836 million, or 22.3% of revenue, for the first nine months of 2024, compared with $631 million, or 18.1% of revenue, for the same period in 2023. The increase in Adjusted EBITDA as a percentage of revenue in both the third quarter and first nine months of 2024 reflects lower purchased transportation, damage claims, and fuel costs, partially offset by higher salaries, wages and employee benefits and vehicular insurance costs.Depreciation and amortization expense increased to $89 million in the third quarter of 2024 compared with $75 million for the same quarter in 2023. Depreciation and amortization expense increased to $257 million in the first nine months of 2024 compared with $214 million for the same period in 2023. The increase in both the third quarter and first nine months of 2024 was due to the impact of capital investments, in particular tractors and trailers, as well as service centers acquired in the Yellow Asset Acquisition.23Table of ContentsEuropean Transportation SegmentThree Months Ended September 30,Percent of RevenueChangeNine Months Ended September 30,Percent of RevenueChange(Dollars in millions)20242023202420232024 vs. 20232024202320242023202420232024 vs.
2023Revenue$803Â $752Â 100.0Â %100.0Â %6.8Â %$2,407Â $2,320Â 100.0Â %100.0Â %3.8Â %Adjusted EBITDA
(1)44Â 44Â 5.4Â %5.8Â %â€”Â %131Â 127Â 5.4Â %5.5Â %3.1Â %Depreciation and amortization36Â 35Â 4.5Â %4.7Â %2.9Â %106Â 100Â 4.4Â %4.3Â %6.0Â %(1)Â Â Â Â Percent of Revenue is calculated using the underlying unrounded amounts. Revenue in our European Transportation segment increased 6.8% to $803 million for the third quarter of 2024, compared with $752 million for the same quarter in 2023. Revenue increased 3.8% to $2.4 billion for the first nine months of 2024, compared with $2.3 billion for the same period in 2023. Foreign currency movement increased revenue by approximately 0.1 percentage points in the third quarter of 2024 and by approximately 0.9 percentage points in the first nine months of 2024. The increase in revenue during both periods in 2024, compared to the same periods in 2023, after taking into effect the impact of foreign currency movement, primarily reflects higher volume and yield.Adjusted EBITDA was $44 million, or 5.4% of revenue, for the third quarter of 2024, compared with $44 million, or 5.8% of revenue, for the same quarter in 2023. Adjusted EBITDA was $131 million, or 5.4% of revenue, for the first nine months of 2024, compared with $127 million, or 5.5% of revenue, for the same period in 2023. The change in Adjusted EBITDA as a percentage of revenue in both the third quarter and the first nine months of 2024 primarily reflects higher salaries, wages and employee benefits and purchased transportation, partially offset by lower fuel costs as a percentage of revenue.Liquidity and Capital ResourcesOur cash and cash equivalents balance was $378 million as of September 30, 2024, compared to $412 million as of December 31, 2023. Our principal existing sources of cash are: (i) cash generated from operations; (ii) borrowings available under our Second Amended and Restated Revolving Loan Credit Agreement, as amended (the â€œABL Facilityâ€); and (iii) proceeds from the issuance of other debt. As of SeptemberÂ 30, 2024, we have $556 million available to draw under our ABL Facility, based on a borrowing base of $557 million and outstanding letters of credit of less than $1Â million. Additionally, we have a $200 million uncommitted secured evergreen letter of credit facility, under which we had issued $137 million in aggregate face amount of letters of credit as of September 30, 2024.As of SeptemberÂ 30, 2024, we had approximately $934 million of total liquidity. We continually evaluate our liquidity requirements in light of our operating needs, growth initiatives and capital resources. We believe that our existing liquidity and sources of capital are sufficient to support our operations over the next 12 months.Trade Receivables Securitization and Factoring ProgramsWe sell certain of our trade accounts receivable on a non-recourse basis to third-party financial institutions under factoring agreements. We also sell trade accounts receivable under a securitization program for our European Transportation business. We use trade receivables securitization and factoring programs to help manage our cash flows and offset the impact of extended payment terms for some of our customers. For more information, see Note 1â€”Organization, Description of Business and Basis of Presentation to our Condensed Consolidated Financial Statements.The maximum amount of net cash proceeds available at any one time under our securitization program, inclusive of any unsecured borrowings, is â‚¬200 million (approximately $223 million as of SeptemberÂ 30, 2024). As of September 30, 2024, the maximum amount available under the program was utilized. Under the securitization program, we service the receivables we sell on behalf of the purchasers. The program expires in July 2026.24Table of ContentsTerm Loan Facility In 2015, we entered into a Term Loan Credit Agreement that provided for a single borrowing of $1.6Â billion, which was subsequently amended to increase the principal balance to $2.0Â billion and to extend the maturity date to February 2025 (the â€œExisting Term Loan Facilityâ€).In the second quarter of 2023, we amended the Term Loan Credit Agreement to obtain $700Â million of new term loans (the â€œNew Term Loan Facilityâ€) having substantially similar terms as the Existing Term Loan Facility, except with respect to maturity date, issue price, interest rate, prepayment premiums in connection with certain voluntary prepayments and certain other provisions. The New Term Loan Facility was issued at 99.5% of the face amount and will mature in May 2028.In the same period, we used net proceeds from the New Term Loan Facility, the Senior Secured Notes due 2028 (as defined below) and the Senior Notes due 2031 (as defined below), together with cash on hand, to repay $2.0Â billion of outstanding principal under the Existing Term Loan Facility and to pay related fees, expenses and accrued interest. We recorded a debt extinguishment loss of $23Â million in the second quarter 2023 due to this repayment.In the fourth quarter of 2023, we entered into an incremental amendment to the Term Loan Credit Agreement to obtain $400Â million of incremental term loans (the â€œIncremental Term Loansâ€). The Incremental Term Loans are a new tranche of loans under the Term Loan Credit Agreement and will mature in February 2031.The weighted average interest rate of our term loans was approximately 7.20% as of SeptemberÂ 30, 2024.Senior Notes Due 2028 and 2031In the second quarter of 2023, we completed private placements of $830Â million aggregate principal amount of senior secured notes due 2028 (the â€œSenior Secured Notes due 2028â€) and $450Â million aggregate principal amount of senior notes due 2031 (the â€œSenior Notes due 2031â€). The Senior Secured Notes due 2028 mature in June 2028 and bear interest at a rate of 6.25% per annum. The Senior Notes due 2031 mature in June 2031 and bear interest at a rate of 7.125% per annum. Interest is payable semi-annually in cash in arrears and commenced December 1, 2023. These notes were issued at par and were used to repay our Existing Term Loan Facility as described above.Loan Covenants and ComplianceAs of SeptemberÂ 30, 2024, we were in compliance with the covenants and other provisions of our debt agreements. Any failure to comply with any material provision or covenant of these agreements could have a material adverse effect on our liquidity and operations.Sources and Uses of CashNine Months Ended September 30,(In millions)20242023Net cash provided by operating activities from continuing operations$619Â $443Â Net cash used in investing activities from continuing operations(598)(473)Net cash used in financing activities from continuing operations(59)(72) During the nine months ended SeptemberÂ 30, 2024, we generated cash from operating activities from continuing operations of $619 million. We used cash during the period primarily to: (i) purchase property and equipment of $623 million; (ii) make payments on debt and finance leases of $64 million; and (iii) make payments of $21 million related to tax withholding obligations in connection with the vesting of restricted shares.During the nine months ended SeptemberÂ 30, 2023, we: (i) generated cash from operating activities from continuing operations of $443 million; and (ii) received net proceeds of $2.0 billion from the issuance of debt. We used cash during this period primarily to: (i) purchase property and equipment of $494 million; and (ii) repurchase our Existing Term Loan Facility for $2.0 billion.25Table of ContentsCash flows from operating activities from continuing operations for the nine months ended SeptemberÂ 30, 2024 increased by $176 million, compared with the same period in 2023. The increase primarily reflects: (i) higher income from continuing operations of $178 million and (ii) higher non-cash depreciation and amortization of $47 million, that is added back in the determination of operating cash flows. These items were partially offset by the impact of operating assets and liabilities utilizing $166 million of cash in the first nine months of 2024, compared with utilizing $133 million during the same period in 2023.Investing activities from continuing operations used $598 million of cash in the nine months ended September 30, 2024 and $473 million of cash in the nine months ended September 30, 2023. During the nine months ended SeptemberÂ 30, 2024, we used $623 million to purchase property and equipment, as compared to a $494 million usage of cash in the same period in 2023. The increase reflects our continued investment to support our long-term growth targets.Financing activities from continuing operations used $59 million of cash in the nine months ended SeptemberÂ 30, 2024 and $72 million of cash in the nine months ended SeptemberÂ 30, 2023. The primary use of cash from financing activities during the first nine months of 2024 was $64 million used to repay borrowings, primarily related to finance lease obligations, and $21 million to make payments for tax withholdings on restricted shares. The primary uses of cash from financing activities during the first nine months of 2023 was $2.0 billion used to repay our Existing Term Loan Facility. The primary source of cash from financing activities during the first nine months of 2024 was $32 million of proceeds from bank overdrafts. The primary source of cash from financing activities during the first nine months of 2023 was $2.0 billion of net proceeds from the issuance of debt.There were no material changes to our December 31, 2023 contractual obligations during the nine months ended September 30, 2024. We anticipate full year gross capital expenditures to be between $700Â million and $800Â million in 2024, funded by cash on hand, cash generated from operations and available liquidity. This includes capital expenditures to integrate the service centers acquired in the Yellow Asset Acquisition into our network.New Accounting StandardsInformation related to new accounting standards is included in Note 1â€”Organization, Description of Business and Basis of Presentation to our Condensed Consolidated Financial Statements in this Quarterly Report on Form 10-Q.ItemÂ 3. Quantitative and Qualitative Disclosures about Market Risk.We are exposed to market risk related to changes in interest rates, foreign currency exchange rates and commodity prices. There have been no material changes to our quantitative and qualitative disclosures about market risk during the nine months ended SeptemberÂ 30, 2024, as compared with the quantitative and qualitative disclosures about market risk described in our 2023 Form 10-K.ItemÂ 4. Controls and Procedures.Conclusion Regarding the Effectiveness of Disclosure Controls and ProceduresUnder the supervision and with the participation of our management, including our Chief Executive Officer (â€œCEOâ€) and Chief Financial Officer (â€œCFOâ€), we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as such term is defined in Rule 13a-15(e) and Rule 15d-15(e) under the Securities Exchange Act of 1934, as amended, as of SeptemberÂ 30, 2024. Based on that evaluation, our CEO and CFO concluded that our disclosure controls and procedures were effective as ofÂ SeptemberÂ 30, 2024, such that the information required to be included in our Securities and Exchange Commission (â€œSECâ€) reports is: (i) recorded, processed, summarized and reported within the time periods specified in SEC rules and forms relating to the Company, including our consolidated subsidiaries; and (ii) accumulated and communicated to our management, including our CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.Changes in Internal Control Over Financial ReportingThere have not been any changes in our internal control over financial reporting during the quarter ended SeptemberÂ 30, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.26Table of ContentsPart IIâ€”Other InformationItemÂ 1. Legal Proceedings.For information related to our legal proceedings, refer to â€œLegal Proceedingsâ€ in the Companyâ€™s Annual Report on Form 10-K for the year ended DecemberÂ 31, 2023 and the Companyâ€™s Quarterly Report on Form 10-Q for the quarter ended June 30, 2024, and Note 9â€”Commitments and Contingencies of Item 1, â€œFinancial Statementsâ€ of this Quarterly Report on Form 10-Q.ItemÂ 1A. Risk Factors.There are no material changes to the risk factors previously disclosed in Part I, Item 1A of our Annual Report on Form 10-K for the year ended DecemberÂ 31, 2023.ItemÂ 2. Unregistered Sales of Equity Securities and Use of Proceeds.None.ItemÂ 3. Defaults Upon Senior Securities.None.ItemÂ 4. Mine Safety Disclosures.Not applicable.ItemÂ 5. Other Information.None.27Table of ContentsItemÂ 6. Exhibits.ExhibitNumberDescription10.1Amendment No. 8 to Second Amended and Restated Revolving Loan Credit Agreement, dated July 22, 2024, by and among the registrant and certain subsidiaries signatory thereto, the lenders party thereto and Morgan Stanley Senior Funding, Inc., as agent (incorporated herein by reference to Exhibit 10.1 to the registrantâ€™s Quarterly Report on Form 10-Q filed with the SEC on August 1, 2024).10.2*XPO, Inc. Employee Stock Purchase Plan, as amended and restated on October 29, 2024.31.1*Certification of the Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, with respect to the registrantâ€™s Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2024.31.2*Certification of the Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, with respect to the registrantâ€™s Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2024.32.1**Certification of the Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, with respect to the registrantâ€™s Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2024.32.2**Certification of the Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, with respect to the registrantâ€™s Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2024.101.INS *XBRL Instance Document -

theÂ instanceÂ documentÂ does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.101.SCH *XBRL Taxonomy Extension Schema.101.CAL *XBRL Taxonomy Extension Calculation Linkbase.101.DEF *XBRL Taxonomy Extension Definition Linkbase.101.LAB *XBRL Taxonomy Extension Label Linkbase.101.PRE *XBRL Taxonomy Extension Presentation Linkbase.104 *Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101).*Filed herewith.**Furnished herewith.28Table of ContentsSIGNATURESPursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.XPO, INC.By:/s/ Mario HarikMario HarikChief Executive Officer(Principal Executive Officer)By:/s/ Kyle WismansKyle WismansChief Financial Officer(Principal Financial Officer)Date: October 30, 202429 EX-10.2 2 xpo2024q310-qexx102.htm EX-10.2 DocumentExhibit 10.2XPO, INC.Â EMPLOYEE STOCK PURCHASE PLAN as amended and restated on October 29, 2024Â SECTION 1. PURPOSE OF THE PLAN.Â The purpose of the XPO, Inc. Employee Stock Purchase Plan (the â€œPlanâ€) is to provide Eligible Employees (defined in Section 15, below) with an opportunity to increase their proprietary interest in the success of XPO, Inc. (the â€œCompanyâ€) by purchasing Stock (defined in Section 15, below) on favorable terms and to pay for such purchases through payroll deductions. The Plan is intended to qualify under Section 423 of the Code. The Plan shall be effective on the date the Plan is first adopted by the Board (the â€œEffective Dateâ€). The effectiveness of the Plan shall be subject to approval of the Plan by the stockholders of the Company in accordance with Section 14. Â SECTION 2. ADMINISTRATION OF THE PLAN.Â (a)Â Â Â Â Â Plan Administrator. The Plan shall be administered by the Board. The Board has delegated its full authority under the Plan to the Committee, and the Committee may further delegate any or all of its authority under this Plan to such senior management employee(s) of the Company as it may designate. Notwithstanding any such delegation of authority, the Board may itself take any action under the Plan in its discretion at any time, and any reference in this Plan document to the rights and obligations of the Committee shall be construed to apply equally to the Board. Any references to the Board mean only the Board. The authority that may be delegated by the Committee includes, without limitation, the authority to determine procedures for Eligible Employees to enroll in or withdraw from the Plan, setting or changing payroll deduction percentages, and obtaining necessary tax withholdings.
(b)Â Â Â Â Â Administrator Responsibilities. The Administrator shall be vested with full authority and discretion to construe the terms of the Plan and make factual determinations under the Plan, and to make, administer, and interpret such rules and regulations as it deems necessary to administer the Plan. Any determination, decision, or action of the Administrator in connection with the construction, interpretation, administration, or application of the Plan shall be final, conclusive, and binding upon all Participants and any and all persons claiming under or through any Participant. The Administrator may retain outside entities and professionals to assist in the administration of the Plan, including, without limitation, a vendor or vendors to perform enrollment and brokerage services. The rights and privileges of all employees purchasing Stock under the Plan shall be the same. (c) Â Â Â Â Insider Trading Policy. If the XPO Insider Trading Policy applies to the Participant, the terms of the XPO Insider Trading Policy shall supersede the applicable terms of this Plan. SECTION 3. ENROLLMENT AND PARTICIPATION.Â (a)Â Â Â Â Â Offering Periods. While the Plan is in effect, two Offering Periods shall commence in each calendar year. Unless otherwise determined by the Administrator, Offering Periods shall consist of the six-month periods commencing on each June 1 and December 1. Â (b)Â Â Â Â Â Enrollment. Unless otherwise determined by the Administrator, any individual who qualifies as an Eligible Employee on April 1 or October 1 prior to the applicable Offering Periods beginning on June 1 or December 1, respectively, may elect to become a Participant in the Plan for such applicable Offering Period by completing the enrollment process prescribed for this purpose by the Administrator. Â (c)Â Â Â Â Â Duration of Participation. Once enrolled in the Plan, a Participant shall continue to participate in the Plan until he or she (1) ceases to be an Eligible Employee, (2) withdraws from the Plan within the time periods proscribed under Section 5(a), or (3) reaches the end of the Offering Period in which his or her employee contributions were discontinued under Section 8(b). A Participant who withdrew from the Plan under Section 5(a) may again become a Participant, if he or she then is an Eligible Employee, by following the procedure described in Subsection (b) above. A Participant whose employee contributions were discontinued automatically under Section 8(b) shall automatically resume participation at the beginning of the earliest Offering Period ending in the next calendar year, if he or she then is an Eligible Employee.Â SECTION 4. EMPLOYEE CONTRIBUTIONS.Â (a)Â Â Â Â Â Frequency of Payroll Deductions. A Participant may purchase shares of Stock under the Plan solely by means of payroll deductions. Payroll deductions, as designated by the Participant pursuant to Subsection (b) below, shall occur during the Offering Period on the payment dates of all Compensation while a Participant.Â (b)Â Â Â Â Â Amount of Payroll Deductions. An Eligible Employee shall designate in the enrollment process the portion of his or her Compensation that he or she elects to have withheld for the purchase of Stock. Such portion shall be a whole percentage of the Eligible Employeeâ€™s Compensation, but not less than one percent (1%) and not more than ten percent (10%). The Eligible Employeeâ€™s election hereunder shall remain in place until it is either (i) discontinued (pursuant to Subsection (c)), (ii) withdrawn (pursuant to Section 5) or (iii) automatically withdrawn (pursuant to Section 6). Â (c)Â Â Â Â Â Discontinuing Payroll Deductions. If a Participant wishes to discontinue employee contributions entirely, he or she may do so at any time prior to the last 14 days of an Offering Period (i.e. May 16 for the purchase date occurring on May 31 or November 15 for the purchase date occurring on November 30) by using the process prescribed for this purpose by the Administrator. Payroll withholding shall cease as soon as reasonably practicable after such 2notification. (In addition, employee contributions may be discontinued automatically pursuant to Section 8(b)). A Participant who has discontinued employee contributions may resume such contributions by using the process prescribed for this purpose by the Administrator. Â SECTION 5. WITHDRAWAL FROM THE PLAN.Â (a)Â Â Â Â Â Withdrawal. A Participant may elect to withdraw from the Plan at any time prior to 14 days prior to the applicable purchase date (i.e. May 16 for the purchase date occurring on May 31 or November 15 for the purchase date occurring on November 30) by using the process and timing prescribed for this purpose by the Administrator. As soon as reasonably practicable after the effective date of a Participantâ€™s withdrawal, payroll deductions shall cease and the entire amount credited to the Participantâ€™s Plan Account shall be refunded to him or her in cash, without interest. No partial withdrawals shall be permitted. Â (b)Â Â Â Â Â Re-enrollment after Withdrawal. A former Participant who has withdrawn from the Plan shall not be a Participant until he or she re-enrolls in the Plan under Section 3(b). Re-enrollment may be effective only at the commencement of an Offering Period.Â SECTION 6. CHANGE IN EMPLOYMENT STATUS.Â (a)Â Â Â Â Â Termination of Employment. Termination of employment as an Eligible Employee for any reason, including death, shall be treated as an automatic withdrawal from the Plan under Section 5(a). (A transfer from one Participating Company to another shall not be treated as a termination of employment.)Â (b)Â Â Â Â Â Leave of Absence. For purposes of the Plan, employment shall not be deemed to terminate when the Participant goes on an approved leave of absence. Employment shall be deemed to terminate in any event when the approved leave ends, unless the Participant immediately returns to work.Â (c)Â Â Â Â Â Death. In the event of the Participantâ€™s death the amount credited to his or her Plan Account, and any shares of Stock held by the ESPP Broker, shall be paid to the Participantâ€™s estate. Â SECTION 7. PLAN ACCOUNTS AND PURCHASE OF SHARES.Â (a)Â Â Â Â Â Plan Accounts. A Plan Account shall be maintained in the name of each Participant. Whenever an amount is deducted from the Participantâ€™s Compensation under the Plan, such amount shall be credited to the Participantâ€™s Plan Account. Amounts credited to Plan Accounts shall not be trust funds and may be commingled with the Companyâ€™s general assets and applied to general corporate purposes. No interest shall be credited to Plan Accounts.(b)Â Â Â Â Â Purchase Price. The Purchase Price for each share of Stock purchased at the close of an Offering Period shall be ninety percent (90%) of the Fair Market Value of such share on the last trading day in such Offering Period.Â 3(c)Â Â Â Â Â Number of Shares Purchased. As of the last day of each Offering Period, each Participant shall be deemed to have elected to purchase the number of shares of Stock calculated in accordance with this Subsection (c), unless the Participant has previously withdrawn from the Plan in accordance with Section 5(a). The amount then in the Participantâ€™s Plan Account shall be divided by the Purchase Price, and the number of shares that results shall be purchased from the Company with the funds in the Participantâ€™s Plan Account. The foregoing notwithstanding, no Participant shall purchase more than one thousand (1,000) shares of Stock with respect to any Offering Period (such share limit may be updated by the Administrator from time to time) nor more than the amounts of Stock set forth in Sections 8(b) and 13(a). Any fractional share, as calculated under this Subsection (c), shall be rounded down to the next lower whole share.Â (d)Â Â Â Â Â Available Shares Insufficient. In the event that the aggregate number of shares that all Participants elect to purchase during an Offering Period exceeds the maximum number of shares remaining available for issuance under Section 13(a), then the number of shares to which each Participant is entitled shall be determined by multiplying the number of shares available for issuance by a fraction, the numerator of which is the number of shares that such Participant has elected to purchase and the denominator of which is the number of shares that all Participants have elected to purchase.Â (e)Â Â Â Â Â Issuance of Stock. At or as promptly as practicable after the last day of each Offering Period, the Company will deliver the shares of Stock purchased to the ESPP Broker for deposit into the Participantâ€™s account. Such Participant's ESPP Broker account shall be registered in the name of the Participant. The Participant shall be free to undertake a disposition (as that term is defined in Section 424(c) of the Code) of such shares at any time, whether by sale, exchange, gift, or other transfer of legal title, but in the absence of such a disposition of the shares, the shares must remain in the Participantâ€™s ESPP Broker account until the holding period set forth in Section 423(a) of the Code has been satisfied. With respect to shares for which the foregoing holding period has been satisfied, the Participant may move those shares to another brokerage account of Participantâ€™s choosing or receive a certificate for such shares. If a Participant elects to withdraw shares in certificated form, one or more certificates for whole shares shall be issued in the name of, and delivered to, the Participant. A Participant seeking to withdraw, sell or transfer shares of Stock must give instructions to the ESPP Broker in such manner and form as may be prescribed by the Administrator and the ESPP Broker, which instructions will be acted upon as promptly as practicable. Withdrawals and transfers will be subject to any fees imposed in accordance with Section 7(f), below. Â Each Participant shall be required to notify the Company in the event of the disposition of any of such shares, including for shares transferred away from the ESPP Broker to another brokerage account and for shares withdrawn in certificated form. Â (f)Â Â Â Â Â Costs and Expenses. Costs and expenses incurred in the administration of the Plan and maintenance of Accounts will be paid by the Company, including annual fees of the ESPP Broker and any brokerage fees and commissions for the purchase of Stock upon 4reinvestment of dividends and distributions. The foregoing notwithstanding, the ESPP Broker may impose or pass through a reasonable fee for the withdrawal of Stock in the form of stock certificates (as permitted under Section 7(e)), and reasonable fees for other services unrelated to the purchase of Stock under the Plan, to the extent approved in writing by the Company and communicated to participants. In no circumstance shall the Company pay any brokerage fees and commissions for the sale or disposition of Stock acquired under the Plan by a Participant.(g)Â Â Â Â Â Unused Cash Balances. Any amount remaining in the Participantâ€™s Plan Account that represents the Purchase Price for a fractional share shall be refunded to the Participant in cash, without interest. Any amount remaining in the Participantâ€™s Plan Account that represents the Purchase Price for whole shares that could not be purchased by reason of Subsection (c) above, or Section 13(a) shall be refunded to the Participant in cash, without interest.(h)Â Â Â Â Â Shareholder Approval. Any other provision of the Plan notwithstanding, no shares of Stock shall be purchased under the Plan unless and until the Companyâ€™s shareholders have approved the adoption of the Plan.Â SECTION 8. LIMITATIONS ON STOCK OWNERSHIP.Â (a)Â Â Â Â Â Five Percent Limit. Any other provision of the Plan notwithstanding, no Participant shall be granted a right to purchase Stock under the Plan if such Participant, immediately after his or her election to purchase such Stock, would own stock possessing five percent (5%) or more of the total combined voting power or value (determined under Section 423 of the Code) of all classes of stock of the Company or any parent or Subsidiary of the Company. For purposes of this Subsection (a), the following rules shall apply:Â (i) Â Â Â Â Ownership of stock shall be determined after applying the attribution rules of Section 424(d) of the Code;Â (ii) Â Â Â Â Each Participant shall be deemed to own any stock that he or she has a right or option to purchase under this or any other plan; and(iii) Â Â Â Â For purposes of applying subsection (ii), each Participant shall be deemed to have the right or option to purchase one thousand (1,000) shares (such share limit may be updated by the Administrator from time to time) of Stock under this Plan with respect to each Offering Period.Â (b)Â Â Â Â Â Dollar Limit. Any other provision of the Plan notwithstanding, no Participant shall purchase Stock with a Fair Market Value in excess of the following limit:Â (i) Â Â Â Â In the case of Stock purchased during an Offering Period that commenced in the current calendar year, the limit shall be equal to (A) $25,000 minus (B) the Fair Market Value of the Stock that the Participant previously purchased in the current calendar year under this Plan.Â 5(ii) Â Â Â Â In the case of Stock purchased during an Offering Period that commenced in the immediately preceding calendar year, the limit shall be equal to (A) $50,000 minus (B) the Fair Market Value of the Stock that the Participant previously purchased under this Plan in the current calendar year and in the immediately preceding calendar year.Â For purposes of this Subsection (b), the Fair Market Value of Stock shall be determined in each case as of the beginning of the Offering Period in which such Stock is purchased. If a Participant is precluded by this Subsection (b) from purchasing additional Stock under the Plan, then his or her employee contributions shall automatically be discontinued and shall resume at the beginning of the earliest Offering Period ending in the next calendar year (if he or she then is an Eligible Employee).Â SECTION 9. RIGHTS NOT TRANSFERABLE.Â The rights of any Participant under the Plan, or any Participantâ€™s interest in any Stock or monies to which he or she may be entitled under the Plan, shall not be transferable by voluntary or involuntary assignment or by operation of law, or in any other manner other than by the laws of descent and distribution. If a Participant in any manner attempts to transfer, assign or otherwise encumber his or her rights or interest under the Plan, other than by the laws of descent and distribution, then such act shall be treated as an election by the Participant to withdraw from the Plan under Section 5(a).Â SECTION 10. NO RIGHTS AS AN EMPLOYEE.Â Nothing in the Plan or in any right granted under the Plan shall confer upon the Participant any right to continue in the employment of a Participating Company for any period of specific duration or interfere with or otherwise restrict in any way the rights of the Participating Companies or of the Participant, which rights are hereby expressly reserved by each, to terminate his or her employment at any time and for any reason, with or without cause.Â SECTION 11. NO RIGHTS AS A SHAREHOLDER.Â A Participant shall have no rights as a shareholder with respect to any shares of Stock that he or she may have a right to purchase under the Plan until such shares have been purchased on the last day of the applicable Offering Period.Â SECTION 12. SECURITIES LAW REQUIREMENTS.Â Shares of Stock shall not be issued under the Plan unless the issuance and delivery of such shares comply with (or are exempt from) all applicable requirements of law, including (without limitation) the Securities Act of 1933, as amended, the rules and regulations promulgated thereunder, state securities laws and regulations, and the regulations of any stock exchange or other securities market on which the Companyâ€™s securities may then be traded.Â 6SECTION 13. STOCK OFFERED UNDER THE PLAN.Â (a)Â Â Â Â Â Authorized Shares. The aggregate authorized number of shares of Stock under the Plan is 5,260,143, including an additional 1,304,110 and 1,956,033 shares added through an anti-dilution adjustment made in connection with the spin-off of GXO Logistics, Inc. and RXO, Inc., respectively, subject to adjustment pursuant to this Section 13. Â (b)Â Â Â Â Â Antidilution Adjustments. The aggregate number of shares of Stock offered under the Plan, the one thousand (1,000) (as may be adjusted from time to time) share limitation described in Section 7(c) and the price of shares that any Participant has elected to purchase shall be adjusted proportionately by the Administrator for any increase or decrease in the number of outstanding shares of Stock resulting from a subdivision or consolidation of shares or the payment of a stock dividend, any other increase or decrease in such shares effected without receipt or payment of consideration by the Company, the distribution of the shares of a Subsidiary to the Companyâ€™s shareholders or a similar event.Â (c)Â Â Â Â Â Reorganizations. Any other provision of the Plan notwithstanding, immediately prior to the effective time of a Corporate Reorganization, the Offering Period then in progress shall terminate and shares shall be purchased pursuant to Section 7, unless the Plan is assumed by the surviving corporation or its parent corporation pursuant to the plan of merger or consolidation. The Plan shall in no event be construed to restrict in any way the Companyâ€™s right to undertake a dissolution, liquidation, merger, consolidation or other reorganization.Â SECTION 14. EFFECTIVE DATE; TERM OF PLAN; AMENDMENT OR DISCONTINUANCE.Â The Plan shall be submitted for the approval of the Companyâ€™s stockholders within twelve (12) months after the Effective Date. No right may be granted under the Plan prior to such stockholder approval. The Plan shall be in effect until the tenth (10th) anniversary of the Effective Date, unless sooner terminated under this Section 14. The Board shall have the right to amend, suspend or terminate the Plan at any time and without notice. No rights may be granted under the Plan during any period of suspension of the Plan or after termination of the Plan. Any amendment that increases the aggregate number of shares of Stock to be issued under the Plan shall be subject to approval by a vote of the shareholders of the Company within twelve (12) months before, or twelve (12) months after, the Boardâ€™s adoption of the amendment. In addition, any other amendment of the Plan shall be subject to approval by a vote of the shareholders of the Company to the extent required by an applicable law or regulation. To the extent an amendment does not require shareholder or Board approval (as described above), the Committee shall have the authority to make technical and administrative amendments to the Plan for the sole purpose of carrying out its administrative responsibilities under the Plan.Â SECTION 15. DEFINITIONS.Â (a) Â Â Â Â â€œAdministratorâ€ or â€œPlan Administratorâ€ means the Committee or the persons acting within the scope of their authority to administer the Plan pursuant to a delegation of authority from the Committee pursuant to Section 2(a).7(b) Â Â Â Â â€œBoardâ€ means the Board of Directors of the Company, as constituted from time to time.Â (c) Â Â Â Â â€œCodeâ€ means the Internal Revenue Code of 1986, as amended.Â (d) Â Â Â Â â€œCommitteeâ€ means the Compensation and Human Capital Committee of the Board.Â (e) Â Â Â Â â€œCompanyâ€ means XPO,

Inc., a Delaware corporation.Â (f) Â Â Â Â â€œCompensationâ€ means the compensation-related items that the Administrator determines for an applicable Offering Period, including: (i) the total compensation paid in cash to a Participant by a Participating Company, including salaries, wages, bonuses, commissions, overtime pay and shift premiums, short-term disability payments, PTO and holiday pay plus (ii) any pre-tax contributions made by the Participant under Section 401(k) or 125 of the Code. â€œCompensationâ€ shall exclude all non-cash items, moving or relocation allowances, cost-of-living equalization payments, car allowances, tuition reimbursements, imputed income attributable to cars or life insurance, severance pay, fringe benefits, contributions or benefits received under employee benefit plans (including non-qualified deferred compensation plans), income attributable to equity awards or the exercise of stock options, and similar items. The Administrator shall determine whether a particular item is included in Compensation and any changes to the inclusion or exclusion of any particular item as Compensation shall be communicated prior to the applicable Offering Period.Â (g) Â Â Â Â â€œCorporate Reorganizationâ€ means:Â (i) Â Â Â Â The consummation of a merger or consolidation of the Company with or into another entity, or any other corporate reorganization; orÂ (ii) Â Â Â Â The sale, transfer or other disposition of all or substantially all of the Companyâ€™s assets or the complete liquidation or dissolution of the Company.(h) Â Â Â Â â€œEligible Employeeâ€ means any common-law employee who is employed by a Participating Company on April 1 or October 1. The following are excluded from the definition of an Eligible Employee:Â (i) Â Â Â Â any individual whose participation in the Plan is prohibited by the law of any country which has jurisdiction over him or her or if complying with such laws would cause non-conformity with the requirements of Section 423 of the Code;Â (ii) Â Â Â Â any employee who is covered by a collective bargaining agreement, if the collective bargaining agreement excludes the employee (or the bargaining unit of which the employee is a member) from participation in the Plan;Â 8(iii) Â Â Â Â to the extent permitted by Section 423 of the Code, any individual designated by a Participating Company as an independent contractor, even if the individual later is determined by a court of competent jurisdiction to be a common law employee of a Participating Company; and(iv)Â Â Â Â any employee of a Participating Company who is both a highly compensated employee within the meaning of Section 423(b)(4)(D) of the Code and subject to the disclosure requirements of Section 16(a) of the Exchange Act as of the first day of an Offering Period. Whether an employee is a highly compensated employee for Plan purposes will be determined on whether the employee is a highly compensated employee under any of the qualified retirement plans sponsored by XPO, Inc. or an affiliate, with the applicable measuring period based on the calendar year.Â (i)Â Â Â Â â€œESPP Brokerâ€ means a stock brokerage or other entity designated by the Administrator to establish accounts for Stock purchased under the Plan by Participants.(j) Â Â Â Â â€œExchange Actâ€ means the Securities Exchange Act of 1934, as amended.Â (k)Â Â Â Â Â â€œFair Market Valueâ€ means with respect to the Stock as of any given date, (i) the closing per-share sales price of the Stock as reported by the Applicable Exchange for such stock exchange or if there were no sales on such date, on the closest preceding date on which there was a sale of Stock or (ii) in the event there shall be no public market for the Stock on such date, the fair market value of the Stock as determined in good faith by the Committee. Such determination shall be conclusive and binding on all persons. For purposes of the foregoing, â€œApplicable Exchangeâ€ means the New York Stock Exchange LLC or any other national stock exchange or quotation system on which the Stock may be listed or quoted. Â (l) Â Â Â Â â€œOffering Periodâ€ means a six-month period with respect to which the right to purchase Stock may be granted under the Plan, as determined pursuant to Section 3(a).Â (m) Â Â Â Â â€œParticipantâ€ means an Eligible Employee who elects to participate in the Plan, as provided in Section 3(b). Only Eligible Employees may become Participants in this Plan.Â (n) Â Â Â Â â€œParticipating Companyâ€ means (i) the Company and (ii) each present or future Subsidiary that is affirmatively designated by the Committee as a Participating Company. Except as provided in the preceding sentence, no other Subsidiary shall be a Participating Company. Notwithstanding the foregoing, the term â€œParticipating Companyâ€ shall not include any Subsidiary that offers its employees the opportunity to participate in an employee stock purchase plan covering the Subsidiaryâ€™s common stock. Each of the following entities is a Participating Company under the Plan: Entity NameFormation CountryXPO, Inc. USAXPO Logistics Freight Canada Inc.Canada9XPO Enterprise Services, LLCUSAXPO Logistics Freight, Inc.USAXPO LTL Solutions, LLCUSAXPO Manufacturing, LLCUSAXPO Transport Solutions Ireland LimitedIrelandXPO Bulk UK Limited UKXPO Global Forwarding UK LimitedUKXPO Holdings UK and Ireland LimitedUKXPO Maintenance UK LimitedUKXPO Transport Solutions UK LimitedUKThe Administrator is authorized to change a present or future Subsidiaryâ€™s designation as a Participating Company at any time without additional shareholder approval. The Administrator shall have the power and authority to allow a Subsidiary located outside the United States to participate in the Plan. In order to comply with applicable laws governing the foreign country in which the Subsidiary is located, the Administrator may adopt an addendum to the Plan that adds any special terms and conditions that are necessary to comply with the laws of such country. Without limiting the authority of the Administrator, the special terms and conditions which may be established with respect to any foreign country, and which need not be the same for all foreign countries, include but are not limited to the right to participate, procedures for elections to participate, the payment of any interest with respect to amounts received from or credited to accounts held for the benefit of participants, the ability to contribute to the Plan via means other than payroll deductions, the purchase price of any shares of Stock to be acquired, the length of any Offering Period, the maximum amount of contributions, credits or shares of Stock which may be acquired by any participating employees, and an Eligible Employeeâ€™s rights in the event of his or her death, disability, withdrawal from participation in the purchase of shares of Stock hereunder, or termination of employment. Any purchases made pursuant to the provisions of this Section 15(n) shall not be subject to the requirements of Section 423 of the Code.Â (o) Â Â Â Â â€œPlanâ€ means this XPO, Inc. Employee Stock Purchase Plan, as it may be amended from time to time.Â (p) Â Â Â Â â€œPlan Accountâ€ or â€œAccountâ€ means the account established and maintained on behalf of each Participant by the Company for the purpose of investing in Stock and engaging in other transactions permitted under the Plan pursuant to Section 7(a). The funds allocated to a Participantâ€™s Account shall remain the property of the Participant at all times but may be commingled with the general funds of the Company, except to the extent such commingling may be prohibited by the laws of any applicable jurisdiction.(q) Â Â Â Â â€œPurchase Priceâ€ means the price at which Participants may purchase Stock under the Plan, as determined pursuant to Section 7(b).Â 10(r) Â Â Â Â â€œStockâ€ means the Common Stock of the Company, with par value of $0.001 per share.Â (s) Â Â Â Â â€œSubsidiaryâ€ means any corporation, limited liability company, partnership, trust, joint venture, association, unincorporated organization or other enterprise in which XPO, Inc. holds, directly or indirectly, a greater than 50% ownership (other than the Company) in an unbroken chain of entities beginning with the Company, if each of the entities other than the last entity in the unbroken chain owns stock or ownership rights possessing fifty percent (50%) or more of the total combined voting power of all classes of stock or ownership rights in one of the other entities in such chain.SECTION 16. MISCELLANEOUS.(a) Â Â Â Â Notices. All notices or other communications by a Participant to the Company under or in connection with the Plan shall be deemed to have been duly given when received in the form specified by the Company at the location, or by the person, designated by the Company for the receipt thereof.(b)Â Â Â Â Plan Effective Date and Shareholder Approval. The Plan was adopted by the Board on October 18, 2017, and became effective upon approval by the Companyâ€™s stockholders on December 20, 2017 by a vote sufficient to meet the requirements of Section 423(b)(2) of the Code. 11 EX-31.1 3 xpo2024q310-qexx311.htm EX-31.1 DocumentExhibit 31.1CERTIFICATIONI, Mario Harik, certify that:1. I have reviewed this Quarterly Report on Form 10-Q for the quarter ended SeptemberÂ 30, 2024 of XPO, 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(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;(c) Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and(d) Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and5. The registrantâ€™s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions):(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; and(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.Â /s/ Mario HarikMario HarikChief Executive Officer(Principal Executive Officer)Date: October 30, 2024 EX-31.2 4 xpo2024q310-qexx312.htm EX-31.2 DocumentExhibit 31.2CERTIFICATIONI, Kyle Wismans, certify that:1. I have reviewed this Quarterly Report on Form 10-Q for the quarter ended SeptemberÂ 30, 2024 of XPO, 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(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;(c) Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and(d) Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and5. The registrantâ€™s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions):(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; and(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.Â /s/ Kyle WismansKyle WismansChief Financial Officer(Principal Financial Officer)Date: October 30, 2024 EX-32.1 5 xpo2024q310-qexx321.htm EX-32.1 DocumentExhibit 32.1CERTIFICATION OF THE CHIEF EXECUTIVE OFFICERPursuant to 18 U.S.C. SectionÂ 1350As adopted pursuant to SectionÂ 906 of the Sarbanes-Oxley Act of 2002Solely for the purposes of complying with 18 U.S.C. SectionÂ 1350 as adopted pursuant to SectionÂ 906 of the Sarbanes-Oxley Act of 2002, I, the undersigned Chief Executive Officer of XPO, Inc. (the â€œCompanyâ€), hereby certify, based on my knowledge, that the Quarterly Report on Form 10-Q of the Company for the quarter ended SeptemberÂ 30, 2024 (the â€œReportâ€) fully complies with the requirements of SectionÂ 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.Â /s/ Mario HarikMario HarikChief Executive Officer(Principal Executive Officer)Date: October 30, 2024 EX-32.2 6 xpo2024q310-qexx322.htm EX-32.2 DocumentExhibit 32.2CERTIFICATION OF THE CHIEF FINANCIAL OFFICERPursuant to 18 U.S.C. SectionÂ 1350As adopted pursuant to SectionÂ 906 of the Sarbanes-Oxley Act of 2002Solely for the purposes of complying with 18 U.S.C. SectionÂ 1350 as adopted pursuant to SectionÂ 906 of the Sarbanes-Oxley Act of 2002, I, the undersigned Chief Financial Officer of XPO, Inc. (the â€œCompanyâ€), hereby certify, based on my knowledge, that the Quarterly Report on Form 10-Q of the Company for the quarter ended SeptemberÂ 30, 2024 (the â€œReportâ€) fully complies with the requirements of SectionÂ 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.Â /s/ Kyle WismansKyle WismansChief Financial Officer(Principal Financial Officer)Date: October 30, 2024 EX-101.SCH 7 xpo-20240930.xsd XBRL TAXONOMY EXTENSION SCHEMA DOCUMENT 0000001 - Document - Cover Page link:presentationLink link:calculationLink link:definitionLink 9952151 - Statement - Condensed Consolidated Balance Sheets link:presentationLink link:calculationLink link:definitionLink 9952152 - Statement - Condensed Consolidated Balance Sheets (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952153 - Statement - Condensed Consolidated Statements of Income link:presentationLink link:calculationLink link:definitionLink 9952154 - Statement - Condensed Consolidated Statements of Comprehensive Income link:presentationLink link:calculationLink link:definitionLink 9952155 - Statement - Condensed Consolidated Statements of Comprehensive Income (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952156 - Statement - Condensed Consolidated Statements of Cash Flows link:presentationLink link:calculationLink link:definitionLink 9952157 - Statement - Condensed Consolidated Statements of Changes in Equity link:presentationLink link:calculationLink link:definitionLink 9952158 - Disclosure - Organization, Description of Business and Basis of Presentation link:presentationLink link:calculationLink link:definitionLink 9952159 - Disclosure - Segment Reporting link:presentationLink link:calculationLink link:definitionLink 9952160 - Disclosure - Revenue Recognition link:presentationLink link:calculationLink link:definitionLink 9952161 - Disclosure - Restructuring Charges link:presentationLink link:calculationLink link:definitionLink 9952162 - Disclosure - Derivative Instruments link:presentationLink link:calculationLink link:definitionLink 9952163 - Disclosure - Debt link:presentationLink link:calculationLink link:definitionLink 9952164 - Disclosure - Income Taxes link:presentationLink link:calculationLink link:definitionLink 9952165 - Disclosure - Earnings (Loss) per Share link:presentationLink link:calculationLink link:definitionLink 9952166 - Disclosure - Commitments and Contingencies link:presentationLink link:calculationLink link:definitionLink 9954471 - Disclosure - Organization, Description of Business and Basis of Presentation (Policies) link:presentationLink link:calculationLink link:definitionLink 9954472 - Disclosure - Organization, Description of Business and Basis of Presentation (Tables) link:presentationLink link:calculationLink link:definitionLink 9954473 - Disclosure - Segment Reporting (Tables) link:presentationLink link:calculationLink link:definitionLink 9954474 - Disclosure - Revenue Recognition (Tables) link:presentationLink link:calculationLink link:definitionLink 9954475 - Disclosure - Restructuring Charges (Tables) link:presentationLink link:calculationLink link:definitionLink 9954476 - Disclosure - Derivative Instruments (Tables) link:presentationLink link:calculationLink link:definitionLink 9954477 - Disclosure - Debt (Tables) link:presentationLink link:calculationLink link:definitionLink 9954478 - Disclosure - Earnings (Loss) per Share (Tables) link:presentationLink link:calculationLink link:definitionLink 9954479 - Disclosure - Organization, Description of Business and Basis of Presentation - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954480 - Disclosure - Organization, Description of Business and Basis of Presentation - Schedule of Accounts Receivable Securitization and Factoring Programs (Details) link:presentationLink link:calculationLink link:definitionLink 9954481 - Disclosure - Organization, Description of Business and Basis of Presentation - Schedule of Fair Value Hierarchy of Cash Equivalents (Details) link:presentationLink link:calculationLink link:definitionLink 9954482 - Disclosure - Segment Reporting - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954483 - Disclosure - Segment Reporting - Schedule of Selected Financial Data for Each Reportable Segment (Details) link:presentationLink link:calculationLink link:definitionLink 9954484 - Disclosure - Revenue Recognition (Details) link:presentationLink link:calculationLink link:definitionLink 9954485 - Disclosure - Restructuring Charges - Schedule of Restructuring (Details) link:presentationLink link:calculationLink link:definitionLink 9954486 - Disclosure - Restructuring Charges - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954487 - Disclosure - Derivative Instruments - Schedule of Derivative Instruments Measured at Fair Value in Consolidated Balance Sheet (Details) link:presentationLink link:calculationLink link:definitionLink

9954488 - Disclosure - Derivative Instruments - Schedule of Gains and Losses Recognized on Consolidated Statements of Operations for Derivate Instruments (Details) link:presentationLink link:calculationLink link:definitionLink 9954489 - Disclosure - Debt - Schedule of Long-Term Debt (Details) link:presentationLink link:calculationLink link:definitionLink 9954490 - Disclosure - Debt - Schedule of Fair Value of Debt (Details) link:presentationLink link:calculationLink link:definitionLink 9954491 - Disclosure - Debt - ABL Facility (Narrative) (Details) link:presentationLink link:calculationLink link:definitionLink 9954492 - Disclosure - Debt - Letters of Credit Facility (Details) link:presentationLink link:calculationLink link:definitionLink 9954493 - Disclosure - Debt - Term Loan Facility (Details) link:presentationLink link:calculationLink link:definitionLink 9954494 - Disclosure - Debt - Senior Notes (Details) link:presentationLink link:calculationLink link:definitionLink 9954495 - Disclosure - Income Taxes (Details) link:presentationLink link:calculationLink link:definitionLink 9954496 - Disclosure - Earnings (Loss) per Share (Details) link:presentationLink link:calculationLink link:definitionLink 9954497 - Disclosure - Commitment and Contingencies (Details) link:presentationLink link:calculationLink link:definitionLink EX-101.CAL 8 xpo-20240930_cal.xml XBRL TAXONOMY EXTENSION CALCULATION LINKBASE DOCUMENT EX-101.DEF 9 xpo-20240930_def.xml XBRL TAXONOMY EXTENSION DEFINITION LINKBASE DOCUMENT EX-101.LAB 10 xpo-20240930_lab.xml XBRL TAXONOMY EXTENSION LABEL LINKBASE DOCUMENT Triggering Event [Axis] Triggering Event [Axis] Triggering Event Adjustments to reconcile income from continuing operations to net cash from operating activities Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] Number of assets acquired Number of Service Centers Acquired Number of Service Centers Acquired Derivatives, Fair Value [Line Items] Derivatives, Fair Value [Line Items] Cover [Abstract] Cover [Abstract] Net decrease in cash, cash equivalents and restricted cash Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect 7.125% senior notes due 2032 7.125% Senior Notes Due 2032 [Member] 7.125% Senior Notes Due 2032 Other current liabilities Other Liabilities, Current Income Tax Jurisdiction [Domain] Income Tax Jurisdiction [Domain] Cash flows from discontinued operations Discontinued Operation, Alternative Cash Flow Information [Abstract] Trading Symbol Trading Symbol Segment Reporting Information [Line Items] Segment Reporting Information [Line Items] All Trading Arrangements All Trading Arrangements [Member] Compensation Actually Paid vs. Net Income Compensation Actually Paid vs. Net Income [Text Block] Derivative Assets Derivative Asset, Subject to Master Netting Arrangement, before Offset Non-NEOs Non-NEOs [Member] Schedule of Earnings Per Share, Basic and Diluted Schedule of Earnings Per Share, Basic and Diluted [Table Text Block] Rule 10b5-1 Arrangement Adopted Rule 10b5-1 Arrangement Adopted [Flag] Awards Close in Time to MNPI Disclosures Awards Close in Time to MNPI Disclosures [Table] Cash paid for income taxes Income Taxes Paid, Net Accounts receivable, allowances Accounts Receivable, Allowance for Credit Loss, Current Pay vs Performance Disclosure [Line Items] Peer Group Total Shareholder Return Amount Peer Group Total Shareholder Return Amount Unrealized gain (loss) on financial assets/liabilities designated as hedging instruments, tax Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), after Reclassification, Tax Accounts receivable Increase (Decrease) in Accounts Receivable Cross-currency swap agreements Currency Swap [Member] Total Adjusted EBITDA Adjusted Earnings Before Interest Taxes Depreciation Amortization Adjusted Earnings Before Interest Taxes Depreciation Amortization Organization, Description of Business and Basis of Presentation Organization, Consolidation and Presentation of Financial Statements Disclosure [Text Block] Non-Rule 10b5-1 Arrangement Adopted Non-Rule 10b5-1 Arrangement Adopted [Flag] Schedule of Derivative Instruments Measured at Fair Value in Consolidated Balance Sheet Schedule of Derivative Instruments in Statement of Financial Position, Fair Value [Table Text Block] Restructuring and Related Activities [Abstract] Restructuring and Related Activities [Abstract] Award Timing Disclosures [Line Items] Other Performance Measure, Amount Other Performance Measure, Amount Uncommitted Secured Letter of Credit Facility Uncommitted Secured Letter Of Credit Facility [Member] Uncommitted Secured Letter Of Credit Facility [Member] Portion at Fair Value Measurement Portion at Fair Value Measurement [Member] Common stock, shares outstanding (in shares) Common Stock, Shares, Outstanding Total debt, principal balance Debt and Lease Obligation Long-term operating lease liabilities Operating Lease, Liability, Noncurrent Purchased transportation Purchased Transportation Purchased Transportation Total long-term assets Assets, Noncurrent Finance leases, asset financing and other Finance Leases, Asset Financing And Other Finance Leases, Asset Financing And Other Segment Reporting Segment Reporting, Policy [Policy Text Block] Revenue from Contract with Customer [Abstract] Revenue from Contract with Customer [Abstract] United States UNITED STATES Other long-term assets Other Assets, Noncurrent Entity Tax Identification Number Entity Tax Identification Number Schedule of Long-Term Debt Schedule of Long-Term Debt Instruments [Table Text Block] Number of insurance companies Number Of Insurance Companies Involved in Case Number Of Insurance Companies Involved in Case Operating Segments Operating Segments [Member] Cash flows from operating activities of continuing operations Net Cash Provided by (Used in) Operating Activities [Abstract] Term Loan Credit Agreement Secured Debt [Member] Other Stockholders' Equity, Other Equity Components [Axis] Equity Components [Axis] Other current assets Other Assets, Current Award Timing Method Award Timing Method [Text Block] Amount of Gain Recognized in Income on Derivative (Amount Excluded from Effectiveness Testing) Derivative, Excluded Component, Gain (Loss), Recognized in Earnings Trading Arrangements, by Individual Trading Arrangements, by Individual [Table] Restructuring Type [Axis] Restructuring Type [Axis] Measurement Frequency [Axis] Measurement Frequency [Axis] Entity Common Stock, Shares Outstanding Entity Common Stock, Shares Outstanding Investing activities of discontinued operations Cash Provided by (Used in) Investing Activities, Discontinued Operations Insider Trading Policies and Procedures [Line Items] Stock compensation expense APIC, Share-Based Payment Arrangement, Recognition and Exercise Effective Income Tax Rate Reconciliation [Line Items] Effective Income Tax Rate Reconciliation [Line Items] Adjustment to Compensation, Amount Adjustment to Compensation Amount Compensation Amount Outstanding Recovery Compensation Amount Restricted Cash, Noncurrent, Statement of Financial Position [Extensible Enumeration] Restricted Cash, Noncurrent, Statement of Financial Position [Extensible Enumeration] 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] Small Business Entity Entity Small Business Company Selected Measure Amount Company Selected Measure Amount Geographical [Axis] Geographical [Axis] Payment for debt issuance costs Payments of Debt Issuance Costs Tabular List, Table Tabular List [Table Text Block] 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] Cash consideration Proceeds From Accounts Receivable Factoring Program Proceeds From Accounts Receivable Factoring Program Payments Payments for Restructuring Asset Acquisition [Axis] Asset Acquisition [Axis] Credit Facility [Domain] Credit Facility [Domain] Weighted average interest rate Debt, Weighted Average Interest Rate Current assets Assets, Current [Abstract] Goodwill Goodwill Consolidation Items [Axis] Consolidation Items [Axis] Payment for tax withholdings for restricted shares Payment, Tax Withholding, Share-Based Payment Arrangement Other comprehensive income (loss), net of tax Other Comprehensive Income (Loss), Net of Tax [Abstract] Effective Income Tax Rate Reconciliation [Table] Effective Income Tax Rate Reconciliation [Table] Income from continuing operations Continuing operations Income from continuing operations Income (Loss) from Continuing Operations, Net of Tax, Attributable to Parent Forgone Recovery due to Disqualification of Tax Benefits, Amount Forgone Recovery due to Disqualification of Tax Benefits, Amount Employee Stock Option Share-Based Payment Arrangement, Option [Member] Other Proceeds from (Payments for) Other Financing Activities Comprehensive income Comprehensive Income (Loss), Net of Tax, Attributable to Parent Security Exchange Name Security Exchange Name Award Type Award Type [Axis] Related Party Transaction [Domain] Related Party Transaction [Domain] Long-term debt, principal balance Long-Term Debt And Capital Lease Obligations, Excluding Current Maturities And Short-Term Debt Long-Term Debt And Capital Lease Obligations, Excluding Current Maturities And Short-Term Debt European Transportation European Transportation European Transportation [Member] European Transportation Trade Receivables Securitization and Factoring Programs Receivables Securitization And Factoring, Policy [Policy Text Block] Receivables Securitization And Factoring, Policy [Policy Text Block] Property and equipment, net of $1,991 and $1,853 in accumulated depreciation, respectively Property, Plant and Equipment, Net Salaries, wages and employee benefits Labor and Related Expense Change in bank overdrafts Proceeds from (Repayments of) Bank Overdrafts Yellow Asset Acquisition Yellow Asset Acquisition [Member] Yellow Asset Acquisition New Term Loan Facility New Term Loan Facility [Member] Term Loan Facility [Member] Common stock, par value (in dollars per share) Common Stock, Par or Stated Value Per Share Forgone Recovery, Explanation of Impracticability Forgone Recovery, Explanation of Impracticability [Text Block] Repurchase of debt Payments For Repurchase Of Debt Payments For Repurchase Of Debt Revolving Credit Facility Revolving Credit Facility [Member] Expiration Date Trading Arrangement Expiration Date Leased assets obtained in exchange for new finance lease liabilities Right-of-Use Asset Obtained in Exchange for Finance Lease Liability Cash flows from investing activities of continuing operations Net Cash Provided by (Used in) Investing Activities [Abstract] Net cash provided by operating activities from continuing operations Net Cash Provided by (Used in) Operating Activities, Continuing Operations Equity method investments Equity Method Investments, Fair Value Disclosure Short-term operating lease liabilities Operating Lease, Liability, Current Total Shareholder Return Amount Total Shareholder Return Amount Common stock, shares issued (in shares) Common Stock, Shares, Issued Equity Awards Adjustments, Footnote Equity Awards Adjustments, Footnote [Text Block] Maximum borrowing capacity Line of Credit Facility, Maximum Borrowing Capacity Exercise and vesting of stock compensation awards Stock Issued During Period, Value, Share-Based Compensation Exercised And Vested Stock Issued During Period, Value, Share-Based Compensation Exercised And Vested Insider Trading Policies and Procedures Adopted Insider Trading Policies and Procedures Adopted [Flag] Property and equipment, accumulated depreciation Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment Debt Instrument [Line Items] Debt Instrument [Line Items] Named Executive Officers, Footnote Named Executive Officers, Footnote [Text Block] Common stock, shares authorized (in shares) Common Stock, Shares Authorized Basis of Presentation Basis of Accounting, Policy [Policy Text Block] Diluted weighted-average common shares outstanding (in shares) Diluted weighted-average common shares (in shares) Weighted Average Number of Shares Outstanding, Diluted Restructuring costs Restructuring Costs MNPI Disclosure Timed for Compensation Value MNPI Disclosure Timed for Compensation Value [Flag] Long-term Debt, Type [Axis] Long-Term Debt, Type [Axis] Total equity Balance at beginning of period Balance at end of period Equity, Attributable to Parent Proceeds from issuance of debt Proceeds from Issuance of Debt Litigation Case [Axis] Litigation Case [Axis] Balance Sheet Location [Axis] Statement of Financial Position Location, Balance [Axis] Hedging Designation [Domain] Hedging Designation [Domain] Interest expense Interest expense Interest Expense, Nonoperating Deferred tax expense Deferred Income Tax Expense (Benefit) Outstanding letters of credit Letters of Credit Outstanding, Amount Fair Value, Recurring Fair Value, Recurring [Member] Accounts receivable, net of allowances of $46 and $45, respectively Accounts Receivable, after Allowance for Credit Loss, Current Long-term debt, principal balance Long-Term Debt Pension Adjustments Prior Service Cost Pension Adjustments Prior Service Cost [Member] Document Fiscal Period Focus Document Fiscal Period Focus All Executive Categories All Executive Categories [Member] Dilutive effect of stock-based awards (in shares) Incremental Common Shares Attributable to Dilutive Effect of Share-Based Payment Arrangements Balance Sheet Location [Domain] Statement of Financial Position Location, Balance [Domain] Schedule of Restructuring - Related Activity Schedule of Restructuring Reserve by Type of Cost [Table Text Block] Changed Peer Group, Footnote Changed Peer Group, Footnote [Text Block] ASSETS Assets [Abstract] Other comprehensive income (loss) Other comprehensive (loss) income Other Comprehensive Income (Loss), Net of Tax Document Type Document Type Annual effective interest rate Debt Instrument, Interest Rate, Effective Percentage Derivative Contract [Domain] Derivative Contract [Domain] Pension Benefits Adjustments, Footnote Pension Benefits Adjustments, Footnote [Text Block] Schedule of Selected Financial Data for Each Reportable Segment Schedule of Segment Reporting Information, by Segment [Table Text Block] Total Shareholder Return Vs Peer Group Total Shareholder Return Vs Peer Group [Text Block] Cash, cash equivalents and restricted cash, beginning of period Cash, cash equivalents and restricted cash, end of period Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations Equity investment, realized gain (loss) Equity Method Investment, Realized Gain (Loss) on Disposal Net cash used in discontinued operations Net Cash Provided by (Used in) Discontinued Operations Equity Valuation Assumption Difference, Footnote Equity Valuation Assumption Difference, Footnote [Text Block] Accounts payable Accounts Payable, Current Fair Value Measurements Fair Value Measurement, Policy [Policy Text Block] Current Fiscal Year End Date Current Fiscal Year End Date Long-term assets Assets, Noncurrent [Abstract] PEO Name PEO Name Non-Rule 10b5-1 Arrangement Terminated Non-Rule 10b5-1 Arrangement Terminated [Flag] North American LTL North American LTL [Member] North American LT Income from continuing operations before income tax provision Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest Non-PEO NEO Average Total Compensation Amount Non-PEO NEO Average Total Compensation Amount All Award Types Award Type [Domain] Name Outstanding Recovery, Individual Name Proceeds from secured debt Proceeds from Issuance of Secured Debt Disaggregation of Revenue [Line Items] Disaggregation of Revenue [Line Items] Compensation Actually Paid vs. Company Selected Measure Compensation Actually Paid vs. Company Selected Measure [Text Block] Non-PEO NEO Non-PEO NEO [Member] Additional Paid-In Capital Additional Paid-in Capital [Member] Award Timing Predetermined Award Timing Predetermined [Flag] Restricted cash included in other long-term assets Restricted Cash, Noncurrent Accounting Pronouncements Issued but Not Yet Effective New Accounting Pronouncements, Policy [Policy Text Block] Diluted earnings per share (in dollars per share) Earnings Per Share, Diluted Counterparty Name [Domain] Counterparty Name [Domain] Identifiable intangible assets, 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] Loss from discontinued operations, net of taxes Discontinued operations Loss from discontinued operations, net of taxes Income (Loss) from Discontinued Operations, Net of Tax, Attributable to Parent Restatement does not require Recovery Restatement Does Not Require Recovery [Text Block] Disaggregation of Revenue [Table] Disaggregation of Revenue [Table] Severance Employee Severance [Member] Statement of Financial Position [Abstract] Statement of Financial Position [Abstract] Restructuring Charges Restructuring and Related Activities Disclosure [Text Block] Europe (excluding France and United Kingdom) Europe, Excluding France And United Kingdom [Member] Europe, Excluding France And United Kingdom [Member] Stock compensation expense Share-Based Payment Arrangement, Noncash Expense Net income Net income Net Income (Loss), Including Portion Attributable to Noncontrolling Interest Proceeds from sale of property and equipment Proceeds from Sale of Property, Plant, and Equipment Income tax provision Income tax benefit Income Tax Expense (Benefit) Interest rate, stated percentage Interest rate, stated percentage Debt Instrument, Interest Rate, Stated Percentage Notional Amount Derivative, Notional Amount Corporate Segment Reporting, Reconciling Item, Corporate Nonsegment [Member] Supplemental disclosure of cash flow information Supplemental Cash Flow Information [Abstract] Assumed Existing Leases Assumed Existing Leases [Member] Assumed Existing Leases 7.125% senior notes due 2031 Senior Notes Due 2031 [Member] Senior Notes Due 2031 Revenue Revenue from Contract with Customer, Excluding Assessed Tax Schedule of Gains and Losses Recognized on Consolidated Statements of Operations for Derivate Instruments Derivative Instruments, Gain (Loss) [Table Text Block] Statement of Comprehensive Income [Abstract] Statement of Comprehensive Income [Abstract] Operating income Operating Income (Loss) Income Tax Jurisdiction [Axis] Income Tax Jurisdiction [Axis] Number of reportable segments Number of Reportable Segments Total liabilities and equity Liabilities and Equity Rule 10b5-1 Arrangement Terminated Rule 10b5-1 Arrangement Terminated [Flag] All Adjustments to Compensation All Adjustments to Compensation [Member] Fair Value Hierarchy and NAV [Axis] Fair Value Hierarchy and NAV [Axis] Other assets Increase (Decrease) in Prepaid Expense and Other Assets Additional paid-in capital Additional Paid in Capital Hedging Designation [Axis] Hedging Designation [Axis] Insurance and claims General Insurance Expense Impairment charges Operating Lease, Impairment Loss Derivative Instruments Derivative Instruments and Hedging Activities Disclosure [Text Block] Derivative Instruments, Gain (Loss) [Table] Derivative Instruments, Gain (Loss) [Table] Charges Incurred Restructuring Charges Commitments and Contingencies Disclosure [Abstract] Commitments and Contingencies Disclosure [Abstract] Leased assets obtained in exchange for new operating lease liabilities Right-of-Use Asset Obtained in Exchange for Operating Lease Liability Underlying Security Market Price Change Underlying Security Market Price Change, Percent Individual: Individual [Axis] Related Party Transaction [Axis] Related Party Transaction [Axis] Tax withholdings related to vesting of stock compensation awards Share-Based Payment Arrangement, Decrease for Tax Withholding Obligation Accumulated Other Comprehensive Loss AOCI Attributable to Parent [Member] Term Loan Facility Term Loan Facility [Member] Term Loan Facility Net cash used in investing activities from continuing operations Net Cash Provided by (Used in) Investing Activities, Continuing Operations Long-term Debt, Type [Domain] Long-Term Debt, Type [Domain] Entity Address, State or Province Entity Address, State or Province Statement [Line Items] Statement [Line Items] Derivative Instruments and Hedging Activities Disclosure [Abstract] Derivative Instruments and Hedging Activities Disclosure [Abstract] Erroneous Compensation Analysis Erroneous Compensation Analysis [Text Block] Compensation Actually Paid vs. Total Shareholder Return Compensation Actually Paid vs. Total Shareholder Return [Text Block] LIABILITIES AND STOCKHOLDERSâ€™ EQUITY Liabilities and Equity [Abstract] Insurance Contribution Litigation Insurance Contribution Litigation [Member] Insurance Contribution Litigation XPO Collections Designated Activity Company Limited XPO Collections Designated Activity Company Limited [Member] XPO Collections Designated Activity Company Limited [Member] Restatement Determination Date Restatement Determination Date Transaction and integration costs Transaction and integration costs Transaction And Integration Costs Transaction And Integration Costs Adoption Date Trading Arrangement Adoption Date Pay vs Performance Disclosure Pay vs Performance Disclosure [Table] Repayment of debt and finance

leases Repayments Of Long-term Debt And Finance Leases Repayments Of Long-term Debt And Finance Leases United Kingdom UNITED KINGDOM Operating lease assets Operating Lease, Right-of-Use Asset Erroneously Awarded Compensation Recovery Erroneously Awarded Compensation Recovery [Table] Derivative Instruments, Gain (Loss) [Line Items] Derivative Instruments, Gain (Loss) [Line Items] Variable Interest Entity [Line Items] Variable Interest Entity [Line Items] Segments [Axis] Segments [Axis] 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] Derivative Instrument [Axis] Derivative Instrument [Axis] Exercise Price Award Exercise Price Earnings (Loss) per Share Earnings Per Share [Text Block] Arrangement Duration Trading Arrangement Duration Schedule of Accounts Receivable Securitization and Factoring Programs Schedule Of Accounts Receivable Securitization And Factoring Programs [Table Text Block] Schedule Of Accounts Receivable Securitization And Factoring Programs [Table Text Block] Basic earnings per share from continuing operations (in dollars per share) Basic earnings from continuing operations per share (in dollars per share) Income (Loss) from Continuing Operations, Per Basic Share Schedule of Variable Interest Entities [Table] Variable Interest Entity [Table] Amount of Gain (Loss) Recognized in Other Comprehensive Income (Loss) on Derivatives Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), before Reclassification, after Tax Stockholdersâ€™ equity Equity, Attributable to Parent [Abstract] Peer Group Issuers, Footnote Peer Group Issuers, Footnote [Text Block] Segments [Domain] Segments [Domain] Material Terms of Trading Arrangement Material Terms of Trading Arrangement [Text Block] All Individuals All Individuals [Member] France FRANCE Diluted loss per share from discontinued operations (in dollars per share) Diluted loss from discontinued operations per share (in dollars per share) Income (Loss) from Discontinued Operations and Disposal of Discontinued Operations, Net of Tax, Per Diluted Share PEO PEO [Member] Income Tax Disclosure [Abstract] Fair value of debt Debt Instrument, Fair Value Disclosure Name Trading Arrangement, Individual Name Other income Other Nonoperating Income (Expense) Statement of Stockholders' Equity [Abstract] Statement of Stockholders' Equity [Abstract] Identifiable intangible assets, net of $499 and $452 in accumulated amortization, respectively Intangible Assets, Net (Excluding Goodwill) Fair Values Derivatives, Balance Sheet Location, by Derivative Contract Type [Table] Fair Values Derivatives, Balance Sheet Location, by Derivative Contract Type [Table] Proceeds from settlement of cross-currency swaps Proceeds from Derivative Instrument, Investing Activities Net income from continuing operations Net Income (Loss) from Continuing Operations Available to Common Shareholders, Basic Fuel, operating expenses and supplies Operating Costs and Expenses Awards Close in Time to MNPI Disclosures, Table Awards Close in Time to MNPI Disclosures [Table Text Block] 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] Securitization programs Securitization Program [Abstract] Securitization Program [Abstract] Related Party [Domain] Related and Nonrelated Parties [Domain] Cash equivalents Cash and Cash Equivalents, Fair Value Disclosure Total long-term liabilities Liabilities, Noncurrent Aggregate Erroneous Compensation Amount Aggregate Erroneous Compensation Amount Restructuring Cost and Reserve [Line Items] Restructuring Cost and Reserve [Line Items] Local Phone Number Local Phone Number Other Current Assets and Other Current Liabilities Other Current Assets and Other Current Liabilities [Member] Other Current Assets and Other Current Liabilities [Member] Aggregate Erroneous Compensation Not Yet Determined Aggregate Erroneous Compensation Not Yet Determined [Text Block] Short-term borrowings and current maturities of long-term debt Short-Term Debt And Maturities Of Long-Term Debt, Current Short-Term Debt And Maturities Of Long-Term Debt, Current New Term Loan New Term Loan [Member] New Term Loan Deferred tax liability Deferred Income Tax Liabilities, Net Changes in assets and liabilities Increase (Decrease) in Operating Capital [Abstract] Long-term liabilities Liabilities, Noncurrent [Abstract] PEO Total Compensation Amount PEO Total Compensation Amount Derivative Liabilities Derivative Liability, Subject to Master Netting Arrangement, before Offset Commitments and Contingencies Commitments and Contingencies Disclosure [Text Block] Debt Disclosure [Abstract] Debt Disclosure [Abstract] Common Stock Common Stock [Member] Measure: Measure [Axis] Forgone Recovery due to Expense of Enforcement, Amount Forgone Recovery due to Expense of Enforcement, Amount Emerging Growth Company Entity Emerging Growth Company Segment Reporting [Abstract] Segment Reporting [Abstract] Entity Central Index Key Entity Central Index Key Non-GAAP Measure Description Non-GAAP Measure Description [Text Block] Finance leases, asset financing and other Asset Finance Debt [Member] Asset Finance Debt [Member] Receivables sold in period Accounts Receivable Sold In Factoring Programs Accounts Receivable From Factoring Non-PEO NEO Average Compensation Actually Paid Amount Non-PEO NEO Average Compensation Actually Paid Amount Award Timing, How MNPI Considered Award Timing, How MNPI Considered [Text Block] Equity Component [Domain] Equity Component [Domain] Short-term borrowings and current maturities of long-term debt, carrying value Long-Term Debt, Current Maturities Segment Reporting Segment Reporting Disclosure [Text Block] Operating activities of discontinued operations Cash Provided by (Used in) Operating Activities, Discontinued Operations Additional 402(v) Disclosure Additional 402(v) Disclosure [Text Block] Accretion of debt Accretion Expense Entity Shell Company Entity Shell Company Measurement Basis [Axis] Measurement Basis [Axis] Entity Incorporation, State or Country Code Entity Incorporation, State or Country Code 6.70% senior debentures due 2034 Senior Debentures Due 2034 [Member] Senior Debentures Due 2034 [Member] Title Trading Arrangement, Individual Title Debt instrument, redemption amount Debt Instrument, Repurchased Face Amount Statement [Table] Statement [Table] Counterparty Name [Axis] Counterparty Name [Axis] Measurement Frequency [Domain] Measurement Frequency [Domain] Consolidation Items [Domain] Consolidation Items [Domain] City Area Code City Area Code Current liabilities Liabilities, Current [Abstract] Cash paid for interest Interest Paid, Excluding Capitalized Interest, Operating Activities Insider Trading Policies and Procedures Not Adopted Insider Trading Policies and Procedures Not Adopted [Text Block] Level 1 Fair Value, Inputs, Level 1 [Member] Foreign currency translation gain (loss), net of tax effect of $8, $(5), $1 and $5 Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of Tax Total current assets Assets, Current Statement of Cash Flows [Abstract] Statement of Cash Flows [Abstract] Senior Notes Senior Notes [Member] Remaining borrowing availability Line of Credit Facility, Remaining Borrowing Capacity Schedule of Long-term Debt Instruments [Table] Schedule of Long-Term Debt Instruments [Table] Long-term debt Long-term debt, carrying value Long-Term Debt, Excluding Current Maturities Schedule of Segment Reporting Information, by Segment [Table] Schedule of Segment Reporting Information, by Segment [Table] Restructuring Reserve [Roll Forward] Restructuring Reserve [Roll Forward] Income Tax Income Tax Disclosure [Text Block] Earnings (loss) per share data Earnings Per Share [Abstract] Net income (loss) Net Income (Loss) Attributable to Parent [Abstract] Retained earnings Retained Earnings (Accumulated Deficit) Factoring programs Factoring Programs [Abstract] Factoring Programs [Abstract] Other long-term liabilities Other Noncurrent Liabilities [Member] Organization, Consolidation and Presentation of Financial Statements [Abstract] Organization, Consolidation and Presentation of Financial Statements [Abstract] Aggregate Available Trading Arrangement, Securities Aggregate Available Amount Equity Awards Adjustments Equity Awards Adjustments [Member] Net cash used in financing activities from continuing operations Net Cash Provided by (Used in) Financing Activities Underlying Securities Award Underlying Securities Amount Short-term borrowings and current maturities of long-term debt, principal balance Short-Term Debt And Current Maturities Of Long-Term Debt Short-Term Debt And Current Maturities Of Long-Term Debt Credit Facility [Axis] Credit Facility [Axis] Receivables sold in period Accounts Receivable Sold In Securitization Program Accounts Receivable Sold In Securitization Program Amendment Flag Amendment Flag Total debt, carrying value Long-Term Debt, Fair Value Carrying Value Reported Value Measurement [Member] Entity Registrant Name Entity Registrant Name 6.25% senior secured notes due 2028 Senior Secured Notes Due 2028 [Member] Senior Notes Due 2028 Triggering Event [Domain] Triggering Event [Domain] Triggering Event [Domain] (Gains) losses on sales of property and equipment Gains on sales of property and equipment Gain (Loss) on Disposition of Property Plant Equipment Adjustment to Non-PEO NEO Compensation Footnote Adjustment to Non-PEO NEO Compensation Footnote [Text Block] Stock Appreciation Rights (SARs) Stock Appreciation Rights (SARs) [Member] Fair Value as of Grant Date Award Grant Date Fair Value Affiliated Entity Affiliated Entity [Member] Level 2 Fair Value, Inputs, Level 2 [Member] Debt Debt Disclosure [Text Block] Fair Value Hierarchy and NAV [Domain] Fair Value Hierarchy and NAV [Domain] Geographical [Domain] Geographical [Domain] Recovery of Erroneously Awarded Compensation Disclosure [Line Items] Face amount Debt Instrument, Face Amount Summary of Disaggregation of Revenues Disaggregation of Revenue [Table Text Block] Entity Address, Postal Zip Code Entity Address, Postal Zip Code Interest rate swaps Interest rate swaps Interest Rate Swap [Member] 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 Common stock, $0.001 par value; 300 shares authorized; 116 shares issued and outstanding as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, respectively Common Stock, Value, Issued Basic loss per share from discontinued operations (in dollars per share) Basic loss from discontinued operations per share (in dollars per share) Income (Loss) from Discontinued Operations and Disposal of Discontinued Operations, Net of Tax, Per Basic Share Cash and cash equivalents Cash and Cash Equivalents, at Carrying Value Other long-term assets Other Noncurrent Assets [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] Other Long Term Assets and Other Long Term Liabilities Other Long Term Assets and Other Long Term Liabilities [Member] Other Long Term Assets and Other Long Term Liabilities [Member] Other current liabilities Other Current Liabilities [Member] Weighted-average common shares outstanding Weighted Average Common Shares Outstanding [Abstract] Weighted Average Common Shares Outstanding [Abstract] Debt extinguishment loss Debt extinguishment loss Gain (Loss) on Extinguishment of Debt Cash flows from financing activities of continuing operations Net Cash Provided by (Used in) Financing Activities [Abstract] Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested [Member] Proceeds from sale of investment Proceeds from Sale, Maturity and Collection of Investments Trade Receivables Securitization Program Two Trade Receivables Securitization Program Two [Member] Trade Receivables Securitization Program Two [Member] Depreciation and amortization expense Depreciation and amortization Depreciation and amortization expense Depreciation, Depletion and Amortization, Nonproduction Fair Value Measurement [Domain] Fair Value Measurement [Domain] Exercise and vesting of stock compensation awards (in shares) Stock Issued During Period, Shares, Share-based Compensation, Exercised and Vested Stock Issued During Period, Shares, Share-based Compensation, Exercised and Vested Basic earnings per share (in dollars per share) Earnings Per Share, Basic Accounts payable Increase (Decrease) in Accounts Payable Adjustment To PEO Compensation, Footnote Adjustment To PEO Compensation, Footnote [Text Block] Award Timing MNPI Disclosure Award Timing MNPI Disclosure [Text Block] Aggregate Pension Adjustments Service Cost Aggregate Pension Adjustments Service Cost [Member] Derivatives designated as hedges Designated as Hedging Instrument [Member] Net income, basic Net Income (Loss) Available to Common Stockholders, Basic Compensation Actually Paid vs. Other Measure Compensation Actually Paid vs. Other Measure [Text Block] Total current liabilities Liabilities, Current Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year [Member] Total assets Assets ABL facility ABL Facility [Member] ABL Facility [Member] Payment for purchases of property and equipment Payments to Acquire Property, Plant, and Equipment Cross-currency swap agreements Net Investment Hedge [Member] Net Investment Hedge Other long-term liabilities Other Liabilities, Noncurrent Forgone Recovery due to Violation of Home Country Law, Amount Forgone Recovery due to Violation of Home Country Law, Amount North American LTL North American Intermodal Operation [Member] North American Intermodal Operation Termination Date Trading Arrangement Termination Date Total Revenues 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] Entity Address, City or Town Entity Address, City or Town Debt Instrument [Axis] Debt Instrument [Axis] Other Other Operating Income (Expense), Net Net income Net income Net Income (Loss) Net Income (Loss) Attributable to Parent Trading Arrangement: Trading Arrangement [Axis] Schedule of Fair Value Hierarchy of Cash Equivalents Schedule of Fair Value of Debt Fair Value, by Balance Sheet Grouping [Table Text Block] Pay vs Performance Disclosure, Table Pay vs Performance [Table Text Block] Loss Contingencies [Table] Loss Contingencies [Table] Line of credit facility, borrowing base Line of Credit Facility, Current Borrowing Capacity Equity Awards Adjustments, Excluding Value Reported in Compensation Table Equity Awards Adjustments, Excluding Value Reported in the Compensation Table [Member] 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 Jurisdiction Foreign Tax Jurisdiction [Member] Entity File Number Entity File Number Operating taxes and licenses Taxes and Licenses Unrealized gain (loss) on financial assets/liabilities designated as hedging instruments, net of tax effect of $1, $â€“, $â€“ and $1 Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), after Reclassification and Tax Revenue Recognition Revenue from Contract with Customer [Text Block] Document Fiscal Year Focus Document Fiscal Year Focus Income Statement [Abstract] Income Statement [Abstract] Entity Address, Address Line One Entity Address, Address Line One Employee benefit obligations Postemployment Benefits Liability, Noncurrent Debt Instrument, Name [Domain] Debt Instrument, Name [Domain] Foreign Exchange and Other Restructuring Reserve, Foreign Currency Translation Gain (Loss) Effect of exchange rates on cash, cash equivalents and restricted cash Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Continuing Operations Accrued expenses and other liabilities Increase (Decrease) in Accrued Liabilities and Other Operating Liabilities Accrued expenses Other Accrued Liabilities, Current Name Forgone Recovery, Individual Name Cash consideration Proceeds from Accounts Receivable Securitization Document Period End Date Document Period End Date Other Other Noncash Income (Expense) Award Timing MNPI Considered Award Timing MNPI Considered [Flag] Insider Trading Arrangements [Line Items] Net loss from discontinued operations Net Income (Loss) from Discontinued Operations Available to Common Shareholders, Basic Outstanding Aggregate Erroneous Compensation Amount Outstanding Aggregate Erroneous Compensation Amount Other current assets Other Current Assets [Member] PEO Actually Paid Compensation Amount PEO Actually Paid Compensation Amount Primarily Consisting of Land and Buildings Primarily Consisting of Land and Buildings [Member] Primarily Consisting of Land and Buildings Diluted earnings per share from continuing operations (in dollars per share) Diluted earnings from continuing operations per share (in dollars per share) Income (Loss) from Continuing Operations, Per Diluted Share Adjustment to Compensation: Adjustment to Compensation [Axis] North America (excluding United States) North America, Excluding United States [Member] North America, Excluding United States [Member] Document Transition Report Document Transition Report Document Quarterly Report Document Quarterly Report Amount of Gain Reclassified from AOCI into Net Income Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), Reclassification, after Tax Litigation Case [Domain] Litigation Case [Domain] Fair Value, Recurring and Nonrecurring [Table] Fair Value, Recurring and Nonrecurring [Table] Accumulated other comprehensive loss Accumulated Other Comprehensive Income (Loss), Net of Tax Entity Current Reporting Status Entity Current Reporting Status Retained Earnings Retained Earnings [Member] Pension Adjustments Service Cost Pension Adjustments Service Cost [Member] Asset Acquisition [Domain] Asset Acquisition [Domain] Related Party [Axis] Related and Nonrelated Parties [Axis] Basic weighted-average common shares outstanding (in shares) Basic weighted-average common shares (in shares) Weighted Average Number of Shares Outstanding, Basic Stock Price or TSR Estimation Method Stock Price or TSR Estimation Method [Text Block] Increase (Decrease) in Stockholders' Equity [Roll Forward] Increase (Decrease) in Stockholders' Equity [Roll Forward] Foreign currency translation gain (loss), tax OCI, Foreign Currency Transaction and Translation Gain (Loss), Arising During Period, Tax Executive Category: Executive Category [Axis] Name Awards Close in Time to MNPI Disclosures, Individual Name Entity Filer Category Entity Filer Category Reserve, beginning balance Reserve, ending balance Restructuring Reserve Balance at beginning of period (in shares) Balance at end of period (in shares) Shares, Issued Loss Contingencies [Line Items] Loss Contingencies [Line Items] Company Selected Measure Name Company Selected Measure Name EX-101.PRE 11 xpo-20240930_pre.xml XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE DOCUMENT GRAPHIC 12 image_0.jpg begin 644 image_0.jpg MB5!.1PT*&@H -24A$4@ ,4 !(" , !QR,'$ 7-21T(KLX< MZ0 1G04U! "QCPO\804 $+4$Q410 (/\ *H +\ ,P -4 M +8 +\ ,P ,0 ,, ,8 ,D ,(,X ,@ ,H - ,@ ,H ,< M ,L ,P ,L ,L ,L ,P ,T ,D ,X ,@ ,H ,L ,P ,T ,H M ,L ,P ,T ,\ ,D ,H ,P ,T ,P ,T ,L ,P ,H ,P ,P M ,P ,D ,H ,H ,D ,L ,P ,L ,H ,L ,T ,H ,L ,L ,L M ,P ,L ,P ,P ,L ,L ,L ,H ,L ,P ,L ,L ,H ,L ,L M ,L ,L ,L ,L ,P ,L ,P $(&7F)NE MIJ>JM[BYN\+#Q<;/U-7:W-W>Z>OL[_3U]_CY^OS]_?YWGR_- "7!(67, M "'5 AU0$$G+2= FDE051H0]7;YW;=5!" 41-"+Z'WWGOO+?3> \3O M_R3<*VWI:N;H2$>VLR#[#\Y\,UI6$D*(X>C_[,7CB8\-KRJ_^.0CL7"'GMVO M)VJA&I+//6?9= [;G6G@AQIA7J9\8Z'U5BKLA9I!3F0LB\WO<6.Q\VQL](=LW'[;KGIAI#1Q," 5Y9)PMM07= M6:0T.>_F0,C4@6GV[5)F&?]CD'RFWK"M[C+]1E\ M+_3,DWO4HTL&B7K2SV*\O]>WMW(^NL$\42N?I;ACL-7KISL_OM']R#Q;BM?T M<<]DL]-=ES\8E4XP3#2.M>;9;ODHT)_.'C*-),GA!:7 MG6 ::1@FU5!\>D^;)^J4TL#!P#32!J;1GT>W^RAQ- "%DZL0Y997]D7&DC8RC MRB?G)) 2<>IW:<4MUD?FD38RCC:\Q1=:) ;2"LL'YI$V,H[:3GMB(@;2(JL3 M0J2-C%NX2,1$C+0%%]>42!L9MW"1W*E&8J357; X)47:R+C!,2XR.=(2LFI) MC[1$K+ 4:5M=P;=X4*RP%6D;50_[A\[0(RW2]JP%TC;[PZ]\"'7/G-'^3SVI M[B^+4](F/^T/-_QF>T=.Q*F'I 4VIY1-%B[[5)*C/\0I:9'5"6&+I4NM($=W MBQ/*LE\M'PCM/G4X?WG*? TMZ4EEA^\"\F;,=@T1,6O\F$E99'QDWFGY]U"@1 M$S$1#\S7Y;^CC)LX&9A&6B(FXNAQ\P8N!J:K/K _H21BT/BG:N9-G& 8:2LL M)V(@)>+(.+EU? OZ]HYYAI*UXV':B3@B9.GC6.&GZ/C"+M#6V,W74^"?_QLER M&1A%VAK;!9G&K*89O7T27?6,XJT5=8+H\+[.<\9)'WTCZ5O')-)669^Q M^:N3IEE#W#.(M'7V3V#Z\V''- %,K^4/UOWL+#Z#R^Z>?Y;67/.5;G/@UG], M,W7'(%-/^Q;/N-C*.8;9"_*.2?;V4M9:N-C(,:^89G+'*%NJ6A,GFS@=F&;# MKW,=L\)"[5,C-QM>&!6NO/-G#7P,'H5?-LYL_.E$(M]5=;U'[C MFED_,"_(4_-

?2=PYL[=H^^&P.B$4/M(#K7#?V;W%^GM8FWI3*NC19;%PEF]1 L_8]W.U:N#C[G1+RJO.5S[]3_;Z:CHW\!"&VF1MMW,%0 245.1*Y"8((! end GRAPHIC 13 xpo-20240930_g1.jpg begin 644 xpo-20240930_g1.jpg M_]C_X 02D9)1@ ! @$)8 E@ # _X@Q824-#7U!23T9)3$4 0$ Q(3&EN M;P(0 !M;G1R4D="(%A96B 'S@ " D !@ Q !A8W-P35-&5 !)14,@ M0 9&5S8P 2D! M\@'Z @,"# (4 AT")@(OC@"00)+ E0"70)G G$">@*$ HX"F *B JP"M@+! M LL"U0+@ NL"]0, PL#%@,A RT#. -# T\#6@-F W(#?@.* Y8#H@.N [H# MQP/3 ^ #[/Y! 8$$P0@!"T$.P1(!%4$8P1Q!'X$C 2:!*@$M@3$!-,$X03P M!/X%#044%]@8&!A8&)P8W!D@& M609J!GL&C :=!J\&P ;!1N,&]0<'!QD'*P<.]!T\'80=T!X8'F0>L!{\"T@?E M!_@("P@?"#((1@A:"&X(@@B6"*H(O@C2".<(^PD0"24).@E/"60)>0F/":0)MN@G/">4)^PH1"B<*/0I4"FH*@0J8"JX*Q0K<"O,+"PLB"SD+40MI"X +F NP M"\@+X0OY#!(,*@Q##%P,=0R.#*<,P S9#/,-#0TF#4 -6@UT#8X-J0W##=X- M^ X3#BX.20YD#G\.FPZV#M(.[@\)#R4/00]>#WH/E@^S#\\[!)$"800Q!A M$'X0FQ"Y$-<0]1$3$3$13Q%M$8P1JA')$>@2!Q(F$D429!*$$J,2PQ+C$P,3 M(Q-#$V,3@Q.D$\43Y10&%"<4211J%(L4K13.%/5$A4T%585>!6;%;T5X!8# M^B$86219L%H\6LA;6%OH7'1=!%V47B1>N%]{7]Q@;&$ 893!R*&*\8U1CZ&2 9 M11EK&9$9MQG>@&@0:*AI1&G:<GAK%&NP%!L[&V,;BANR&]H< APJ'%(<>QRC M',P<]1T>'4<=:AZ4'KX>Z1\3'SX?:1^4'[\?ZB 5($$@ M;"'"8(,0@\"$<(4@A=2&A(B>K))PH#2@_*'$H MHBC4*08I."EK*9TIT"H"*C4J:"J;*L\K BLV*VDKG2O1+ 4L.2QN+*(LURT,M+4$M=BVK+>$N%BY,+H(NMR[N+R0O6B^1+\<-]1B)&9T:K1O!'-4=[1\!(M!4A+2)%(UTD=26-)J4GP2C=*?4K$2PQ+4TN:2^),*DQR3+I- DU*39--W$XE M3FY.MT\ 3TE/DT_=4"=0<5"[40914%&;4>92,5)\4L=3$U-?4ZI3]E1"5(]4 MVU4H5755PE8/5EQ6]5;W5T17DE?@6"]8?5C+61I9:5FX6@=:5EJF6O5;15N5 M6^5<-5R&7-9=)UUX7&EYL7KU?#U]A7[-@!6!78*I@_&%/8:)A]6))8IQB M\&-#8Y=CZV1 9)1DZ64]99)EYV8]9I)FZ&<]9Y-GZ6@_:)9H[&E#:9II\6I(M:I]]VM/:Z=K_VQ7;*]M"&U@;;EN$FYK;L1O'F]X;]%P*W"&<.!Q.G&5&YXS'DJ>8EYYWI&M>J5[!"MC>\)(7R!?.%]07VA?@%^8G["?R- A' E@$> J($*@6N!S8(P@I* M"}(7@[$'82 A..%1X6KA@Z&I+CDTV3MI0@E(J4 M!)5?EAMJ(FHI:C!J-VH^:D5J3'I3BEJ:8:IHNF_:=NI^'H M4JC$J3>IJ:H_ MR#W(O,DZR;G*.,JWRS;+MLPUS+7--:6YQ_GJ>@RZ+SI1NG0ZEOJ MY>MPZ_OLANT1[9SN*.ZT[T#OS/!8\.7Q'EZ@X2%AH>(B8J2DY25EI>8F9JBHZ2EIJ>HJ:JRL[2UMK>XMN;K"P\3%QL?(R;GZ.GJ\?+S]/7V]_CY^O_$!\! M ,! 0$! 0$! 0$! @,$!08'" D*"__$ +41 (! @0$ P0'!00$ M $"=P ! @,1! 4A,08205$'87$3(C*!"!1"D:&QP0DC,U+P%6)RT0H6)#3A M)?$7&!D:)BH*#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6VM[BYNL+#Q_7& MQ\C)RM+3U-76U]C9VN+CY.7FY^CIZO+S]/7V]_CY^O_: P# !$(0(1 #\ M)5HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HIKN$&XG '<\"L"_\ 'EI:<;]Y](QN_7@?K2[^9WEQ\5'/^KB4?[S$_P @*SI_B5=R_=V+_NK_ /%$UR=+4NO-]3:.5X6. MT%^+_,WI?&]Y+UE(_P!U5\A5.7Q'=2=9I/^^V\C6;FC-0ZDGU-UA*"V@E\ MD67U.9_O2.?JQ_QJ!IF?@DGZFF45-V:]$5L@HHHH*"GK.R\ G\S3**!6N6X] M4E3I(X^CD?UJQ'XEN8^DTGXNQ_F36:#24U*2ZF\4_D;\7CF\BZ2D_55 M/\Q5Z#XEW2=0C?5$?DCOK?XJ,/]9$+ +K$?S!K M0C^*5N?O)(#[!3_[,*\QS1FJ6(J+<\LFPC^S;T;_4]8M?B1:3G<@%T_WE_\ MB2U;-GK]O>?ZN13[9P?R.#7AV:,YJUBI=4<]3(:,OADT?0-%>%V.M3V/^JD9 M?8$X_+I70V'Q+N8.) LGU&T_FN!^E:1Q47N<-3(:\?A:?X?U]YZG17!P?%5" M?GB('JKAC^1" P ZZ'3?&=K?_="D"GT?Y3^O'Y&M8U82V9Q5LOQ%%7E%V^_\ M(VZ*0'=R.AI:LY0HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@#S[Q3KM]H4@3S R."5;8HZ=1TZ MC-8?_"PS^^/^^%_PKTGQ!X?CUN/RI.".58=0'\ #U'>O'-2TU].D:"0893^ M!]Q[&N2OSP=TW8^CRIX;$YP90CSK?1:^9M?\+#O/[X_[X7_"C_A8=Y_?'_?" M_P"%G]1PW\D?N1TG_"P[S^^/\ OA?*?\ A8=Y_?'_ 'PO^%UGW8OJ&&?V(_<>J^"/%S:QF"7_6*-VX# (SCH.A&1]: MZRO"]'U9]*D$\?5>QZ$'J#[5[/I&J)D2W"=&'3N#W!^E=F'J\;/<^>S? J MA44XJT9?@R[1116QY84444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% M!1165K/B:#2.)6^;&0]\L?P[?C@4FTBH0E-V2N_(U:9+*L(+,0 .I)P/S-><MZA\4968B!%5?]O+-]>" /IS]:Y/4J8EU)M\S%C[G@?0# %8SQ,5MJ>IA\CKU M-96BOO9Z5JOQ%M[,E(\RL/[O" _\ ?7^ -<[]'Q0FFXA14]R=Y_D!^E<7F@FNM>6)FSUZ.38:G:ZN_/_+8MW^]RWYWRNS' :.1^ Z#*J9HI*R;;/0C",59*WH M%%%%(H**** "BBB@ HHHH **** "BBB@ HHHH **** " MBBB@ HHHH *<&Q3:* -+3?$,^F_ZIV4>FM\45^7Y'K^E>/+6_P MY;'L__[ZZ?R^E="K!AD=#7 MS_FM32_$]QIG$3D#^Z>5_(_TK>&*[H\K$9 GK3?R?^9[;17GNF?%(DXN(QCU MCSQ^#$Y_.NWT_58M17?"X8>QY'U'4?C71"I&>QX^(P5;#_$OGNBW1115G.%% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M4 %GU]/Q]:ZFBE**DK,UH5I4:BG'='S^4Q3:[MGXA^&/L[?;8A\C??[,>_P!# /ZUPY&*\ZI!PE8^RPF)AB*2J1^?J)1114'0 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% "@XKK_AWXA&GR&U?[DQ0&#Z-T'Y]/RKCZ5>.:J$W"5S#%8>->DZ; MV?7L?0-%O1C)25T?&5Z,J-1PEN@HHHJC M(**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MI"<4MG&+D[(BI5C3BY2T2W-WX?^&/MK_:Y M!^[C/ /\3#^@_G^->GU#:6BVB+%&,*HP!4U>C3IJ$;'QN-Q8$A,;?[7W<_[P_KBO)J7-:QQ$X^9Y]?\) M-46BY7Y'T K!AD<@^E+7AVE^()+.87*CTZK^1XKL=(^*!8[;E 3]Z//'U!M)S^!_"NB&)C+R/'Q&25Z=W'WEY;_"H%%06=]'>KYD3!E/<'\ ^]IZW/+: M:=F%%%% @HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ***R=>\30Z*N9#ECT0$;C[^P]Z M3:2NRJ=.522C%7;::L+0!XPAT;Y6.Z3^ZI&?Q/;_ #Q7!ZQ\0KC4 8TQ&I/\ M&0V/3=G^0%$R.3]ZH].R_S.IU7XB7-X-J8C4_W,[OIN)_D M!7,/*7.XG)/4GDTTFDKEE.4MSVZ&&IT%:"2_KN+G-!HI*DV"BBB@84444 %% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M4 %%%% !1110 4444 %%%% "@XJ6VO'M6$D;%6'0CK4-+1>PG'F33V.TTWXF MSQE1.JL0<@;?^O7'X8&?:N[TCQ%!JPS$V3W4\,/P/_ZJ\J:VNFMF$BAEZ M'!'XUO3Q,H[ZGEXO)J-57A[K_#[CWRBO--(^)DL95;@!T'4J,/\7J%/Y"N_ MTW5HM37S(6##OZCV(ZBNN%2,]CY_%8&MAOB6G?H7****LY0HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** (YX%N%,;C*L""#T M(->1>-?#XT::;F?+<97.>.<%PU0UG18]7C\F49'4'N#CJ/\ ./6L MZU/GCYG;EV->%JW=^5[H\,HJ[J^F-I-G6"]I3]K%>]'?S7_ / M2:***[3YD**** "BBB@ HHHH **** "BBB@ HHHH **** M* "BBB@"&[N1:HTS=$4L<>BC)KQ+6=7?5I#-(>3T'8#L1](_ *_6NS^(WB4J M?L$1[9D(]^0O]3^'O7GU<>)]7?*?2Y)@_9P]JU]JO3_@B4445S M!1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1111 M0 44M H$365J;N1(5ZNP4?B<5[1H.@1Z-'Y<8^8XW-W8C^GH.WYUB>"/"(TY M1Y\OF^8>WE[.+]U?BPHHHK<\D\B^(M?_'X_P#NI_Z"*YJNE^(?_'X_^ZG_*"*YJO-J_&_4^VP'^[4_P#"@HHHJ#I" MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ I3244 6[#4Y=/;S(F*M[?U'0_0UW'AW MXD*M0R(KO S_RT']0/YC\N]>>45<*LH'+BL#1Q"?,M> _7[SW^*43 .I!4]"#D' M\:?7B.B^))]'/[IOESRIY4_AV^HP:]-\-^,HM9Q&?DEQ]T]\=<'O_.NRG7C/ M39GS>-RFMAES?%'NNGJ=#1116QYP4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !4%[>I8H9I#M1>I-8' MBGQ!I*F.,AIO3J%^O/Z=?6O,]5UV?5B#,Y;'0< #\!@?CUK&K7C#3J>E@LI MJXBTGI_0Z;7_B/)<'9:_(H_B(!8_@<@?S]^U<=+.TY+L26/4GDG\:CS1FN M.=24GJ?2X?"4L/&T%;SZ_>&:3-%%0= 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 +FK6FZI)IK^;"Q5L8R/3T(/!'UJI2TT[M$R@I)IZI]ST7PS\1?-(ANR 3T?H/HP P/KP/YUW2.'&X'(/0CI7S_6YH'BV? M1_E0[H\\HW(_#N/P_$&NBEB:2/%QN2*?O4M'VZ?(]FHK*\/^(X];3?'PRXW M*>HS_>_\JU:ZTTU='SU2G*G)QDK-=_HHHIDA1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110!S?C'PJNL1ET $R\@]-W^R3_+T/MFO(MWC,9*8D1+5(4/(7BOH"O/?B)X6QF_B\''_+0#\MW^/Y^MWEY'G]%.-(:XSZ02BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ I\)^'-?;1I1*,[#C>H/4?XC/'O7M%O<+A0J M<\?,^1S7!/#UFTO=EM_D24445J><%%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %9WB#4AIL$D^<$*=O^\1A?UK1KR/QQXC,JS&-#^ZC.% M/!(ZM_0>WUK.K4Y(W.W+L&\362Z+5_UYG.RRF4EF))8Y))R2?K3*2BO./L;6 M"BBB@84444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 % M%%% !1110 4444 +79^_"O]H-]JF&8E^Z#T8]^/0?J>.QK"\-: VM2B(<*, M%F]! B>U>T0PK B !1T & /P%=.'I7?,]CQLYQ[I1]E%^\]_)?\$?11178? M,A1110!Y%\0_^/Q_]U/_ $$5S5=+\0_^/Q_]U/\ T$5S5>;5^-^I]M@/]VI_MX4%%%%0=(4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M AF:$AT)!' M0@X(_*HZ*!-)G=>$?'S0GR+MB4/1SRP/N>X]^3^'3T9'$@#*<@C((Y%?/]; M (9\62:*PR2T70H6.!DYR!T!_GS]:Z:.(MHSQCZKH_3S/8Z*J:9MJD>IH)HCE3^8/H1V-6Z[$[GSDHN+L]PHHHH%%%% !1110 4444 %%%% !1110 4444 %%%% !11534]5CTQ#-*<*/S)] .YH;L.,7)IM+5LL33"!3(QP]@DD]@.2:\V\3_$)KO,-J2J?WNC'Z>@_7Z=*P]?\53:PQW,5 M0]$4D+CW]3[G]*Q:XJN(YM$?29?DRI>_4UET71?YCF);D]:,117.>S8****! MA1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 % M%%% !1110 4444 % M%%% !1110 4444 %%%% !1110 44 M44 %%%% !2TE% B>UNWM#OC8JWJI(/YBO1?!WCL7?^CW) ?C:QX#>Q[_P MKU\SI2,5=.JX,Y<9@:>)A9[K9]4?0-%>7>%/';:*ZSI3:9*T#@C!.TD8W+G 8?6N M'$4N5W6QJ3E&/5>'LY?%%?>C/HI:2L#U@HHHH **** "BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ I:2B@!:]#^&WB$$?8'/3)3^ M;+^?(_&O.Z>DAC((X((((5=.HX2NOXUKUZ*::N?&5:@'0?@*H5Y]>ISR\C[#+<%]5HV?Q/5A1116 M1WA1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M26ULURPB099C@>II@&:]7\"^&?[+B\YQ^]E /(Y4'D+]?7 M\NU:4J?M)6Z'%C\1<-5R4/_C\?_=3_P!!%A[UIUW)IJY\I.$J)8]$3<_+G[JCJ?\![UX]?ZE)?N996+,W<_YX'M3+NY:Z=I M7.68DGZFH*X*M9U'Y'UF7Y=#"1O>\GN_T04445D=X4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M

"BBB@ HHHH **** "BBB@ HHHH *BNKI;53+(0JKU)X%2 MUYE\1?$7VJ3[$A^2,C=@Y!;TX_N]/KGTJ*M10C\1:M_: MT[S]%8C]@,#^63[UETX<W:%K::O$)D(SC MYE!R5/HKMPU3F7*^A\QG6!5*2]QVEOY/ @FC11170>.%%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 >1?$/_C\? =3_-!%M6;+3);T[8D9S_LJ3CZ^GXUW/A[X;E2);LCC_EFO]6' M\A^=7"E*>R.7%8VCAU[SU[=3C-+T2;4VVQ(6YQG'RCZMT%>E>&/ R:01-(=\ MHZ'HJ_0=_J?P KI((%MU"(JCH ,#\A4E=E.A&&N[/G<;F]7$)Q7NQ_/U844 M45L>8%%%% !1110 4444 %%%% !1110 A&>*\(U.T-I()ZHS+^1KWBO)OB+ M8FWNF?'$JP_+:?U'ZUSXIGLY#5M5E#NK_<M M F>[:38 \ +1P!]%'+)-;+8=7J(\[.9\N$E MYV7XG:T445WGR(4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4457O[]+!#-*<*O4T#2;=D8?C/Q0-'C,:']\X^4>@/&[_#WKR)CNY]:T_$ M.MMK$QG;H>%'HHZ#^1]R:S#7GUJG/+R/L,MP2PU)*WO/?_(2BBBLCN"BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ K;\):\='G5_NW(#]<;?7 [CK^G>L6@'%.,G%W1G6HPJP<);,]_1 MPX# Y!&01TYIU<%\/?%0(%C*>?\ EF3W_P!G_#\O2N]KTH34U='QF+PTL-4< M\GW044451SA1110 4444 %%%% !1110 4444 %%%% !1110 4444 >1?$/_M (_'P!U/_017-5TOQ#__./Q_P#=3_T$5S5>;5^-^I]M@/\ =J?^%!1114'2 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% KA1110%T%%%% 704444!=!1110%T%%% 704444!=!1110%T%%% M% 7"BBEQ0,2BEQ24""BEHQ0,2BEI*+ %%+24"N%+4D%H]P=J*6/HH)/Y"MJ# MP+>3 ,(B ?[S*#^1.?TJHPD]D9U,12I?%)+U9@BAN*[[3?A:6P9Y,?[,8R?^ M^C_@:ZW2O"UMIF/+0;A_$WS-]Y;>1_"O"_0GJ1^5=Q171##PCYGD8C.<155 ME:*\M_O(_[>V6V 1%"J.R@ ?D*DHHK8\W<**** "BBB@ HHHH **** "BBB@ MHHHH **** "N*^*%@984N! RS;!^C?\ UP/SKM:RO%-L+BUF0 \ /-C^*C:?:A1110,**** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ I:2B@#HO!&L#3+E2QPD@V MM^/0_F!^%>P5_XKM^%"SNG$^8W?4^UBDE9;(****'@HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "EI*4 M4 KV_PYIYT^WC@/!51D>YY/ZFO)?"^G&_N8XNV\$_1>3_+%>V5UX2.[/GL_MKOW*7S?Y(****ZCP0HHHH **** "BBB@ HHHH **** " MBBB@ KR_XB^(!>R"VC;,.?$G]DQB)/]9*"1_"!C)]< M\\?GVKR0G-06_/&/;)]*PS3<6K7,Z=:%2_*[V=GZB4444C0**** "BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ I1244 3VUR;9UE7 M[R,"/J#D5[/X>UY-:B$]?>&R^A_P]#__%S7B6:V?"NOG1IQ)_V X]L]?J. MH_+O6U"KR2MT9YN:8'ZS2NOBCM_D>T44V-Q(P.01D$>AIU=Y\D%%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110!Y%\0 _^/Q_]U\ T$5S5=+\0_\ MC\?_'4_]!%G",1^M>G?\(?:?\\5_7_&MJ=!S5[GFXW-(86HH.+>E]#Q?%&*]H_X0^T_ MYXK^O^-'_"'VG_/%?U_QJ_LNYS?ZP4OY7^!XOBC%>T?\(?:?\\5_7_&C_A# M[3_GBOZ_XT?59=P_U@I?RO\ \7Q1BO:/^$/M/\ GBOZ_P"-' "'VG_/%?U_ MQH^JR[A_K!2_E?X'B^*,5[1_PA]I_P \5_7_ !H_X0^T_P">* K_ (T?59=P M_P!8*7\K_\7Q1BO:/\ A#[3_GBOZ_XT?\(?:?\ /%?U_P :/JLNX? ZP4OY7 M^!XOBC%>T?\ "'VG_/%?U_QH_P"$/M/^>* K_C1]5EW#_6"E_* P/%<4E>VCPO:C_EC'_P!\"I5T"V7D M0QY_ZYK_(4_JC[B?$%/^5_@>&BG+&6Z GZ5[O!IT47W44?10/Z5.JA>!Q]* M:PGF9RXA[0_'_@'A<.C3S?=B<_1&/]*O0>#+R;IW_L+_Z17L]%-82/=F4 ML_JO:*1X^/ %Z?\ EE_X^G_Q57K;X8W,GWV1?Q)/Z#'ZUZE15+#07(!:2&TD.%E/R^S=,?C_05Q=/1L'(ZU5.;A*YABL-'$4W!]3W^ MBLW0-;368A.G!Z,_X/U:5>DG=7/B9P<).+W04444R0HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** &33"%2["]"23Z"O M%O$^L_VO.\WV1?]7=/SZ_C79_$K7C"HL4ZN S'VR<#\2,GVQZUYN:X\34N^ M4^CR/!\D76>[T7H%)117,>X%%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %**2G*,T =S*[0.\LQZHJJ/^!$D_^@UZ M/7,_# [2_L5L';[TQW?ACY?TY_&NFKT:,>6"/C0_*OIU)[M>YJW7E?Q!\1C4I!;Q_!T]L$#ZUG5JG5^1A:[K#: MO*UPW?H/0#H/\]^:SZ,TE>>VWJ?8TZ<8144K)!1112+"BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "M7PUH1UJ80 X M &YCZ*" ?QYX]ZRP,UZKX \-?V;'JI?_ %DJCC'W5Z@?CP3^ [5K1I\\K'#F M6+6&HM_:>B.F%H@3R,#9MVX[8QC'Y5XSXGT1M'F),]Y4\]?53T_'C!]Z]LKD? MB+H9OXA.O6#<2/4-C)_#&?SKJQ%/FCYH*,6Z-?E;]V6_KT_KS/*Z*=[TVN M ^L"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH **** "E%)10!Z)_%&[&GR9)YV'V)*G\N/R]*[ZO!+.[:T<2QG#*00?I M7LGAGQ$NN1>:!AE.&7T/K]#V_+M7;AJMURO<^8SK!>SG[6*]U[^O_!->BBBN M@\<**** "BBB@ HHHH **** "BBB@ HHHH **** /(OB' Q^/_NI P"@BN:K M!2"B' P ?C_[J?^@BN:KS:OQOU/ML! NU/ "@HHHJ#I"BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** .A\ _\?L7_/_M -%M7L->/> ?^/V+_@?_*+:O8:[L+\'S/E\^_WB/^%?FPHHHK<\@**** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M Y[Q[9_:;-^,E"K#\#@G_ODFO(,C?A_+->O@YYKY_6O0O ?C+?ML9^O1&)_)3_0_05U8:K;W7\CP MLZP#G^^BM?M?YG?T445UGSH4444 %%%% !1110 4444 %%%% !1110 4444 %9^MZTFCOF>3Z #J2>U7991""["],DGH *\@\8^)?[;ME!3(CC!"@GKSRV.V>./:LJU3DCYG=EV!>*JV?PK=_H96IZBVHR-/)]YS^7H/ MH.E5*4TE>>W=W/KXQ45RK9;!11104%%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %7M&TXZE,ENO5SC\.I/X 52KM?A M=8EYGG(^5$QGW8CI^ /YU=*/--(YL;7]C0G/JEIZ]#TF*(1 (O 4 >PZ4^B MBO2/B0HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBJ&N:PFD1- M!0)LW?!>B_VI<*K#*)\S?0=!^)P/IFO8ZQ/"?AX:+"$_Y:/@N??'3Z M"MNO0HT^2/F?(9GC/K-:Z%:-+ ,*1E#C:>0>M+16IP'C/BW0#HTQC"+\R\'V M]/]/_K]ZP\YKUGX@Z(=0@\Y<[X,D#U!QN_+&?PKR?7AR2\C[#*\5]8H) MM^\M'^GX"4445D=X4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 O2MKPGKW]CSB4YV-PX'H>_X'G]_]8E*!WIQDXNZ, MZM.-2#@]GN>_QR"4!U.00"".A!Z&G5P'PV\0LY^P.1@*2F>0!Y7WZY'IG]NG M?UZ-:G&Y\9B\-+#57! .+T"BBBK.<**** "BBB@ HHHH **** "BBB@ HHHH M \B^(?\ Q^/_ +J?^@BN:KI?B'_Q^\ [J?^@BN:KS:OQOU/ML! NU/_ H* M***@Z0HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@#H? /\ Q^Q?\#_]%M7L->/> ?\ C]B_X'_Z+:O8:[L+\'S/E\^_ MWB/^%?FPHHHK<\@**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH *_\ B=HWW;U?9& 4J?Z?E7H%9OB/3#J=O);C MJR\?52& _$BHJ0YHM'3@<1[^O&?2]GZ/<\0-)3G&#@]13:\T^V"BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@! M13XI3$0ZG!!!!'4$=#4=% GKH>K>$O&ZZKB"7"RXX.>&]?H?;\O2NLKP&*

G>$O'?]J,+>< 2'[I7A3@=.^#^A]N_;0K\VCW/FLSRETVZ ME->[U7;_ (!V%%%%=!XP4444 %%%% !1110 4444 %%%% !1110 4444 %%% M% !2,VWD]!3)YU@4R.0%49))P!7F/C'QN=3S;0Y$/<]"W^]N_?TJ*E105V= M6#P53%3M%:=7V'^./&'}H_Z+ 3Y:GYFSP_I^_7KV%<;0317GSFYN[/KL-AJ M>'@H16B$HHHJ3<**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH ***4#- A0*]D\&Z+_9-NJ'[[_,WU(Z?@.*\Y\$:0-4 MN55ONH-Y'KM(P/S(S[9KV*NO"PWD?/Y]B=8T5ZO] HHHKJ/!"BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH *\I\<^*O[5?[/'CRHVZ]V(R, 3KC\ M_IT_Q"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** %Q77?#O13>S_:6'R0\\]V/3\NOX"N7L[8W;K$OWG8*/J3@5[;H MVD)I,0@CZ#J>Y/<_C_\ 6K?#4^:5^QY.V*]DKFO'7A\:G"95'[R($C'4C^)?ZCW^M M95Z?/'S/0RG%+#UU=^[+1_H>1BDIW3BFUYY]<%%%% PHHHH **** "BBB@ H MHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "E!I**)K6[:T82H<,I M!!]Q7L7A7Q$-+UM>%-->.C3"7^!AAQ[9Z_4=?T[UM 0J\DO)GG9I@?K-.Z7OK;_(]HHID4HF =3E6 ((Z$'H:?7>?(A1110 4444 % M%%% !1110 4444 %%%% 'D7Q# _X_'W4_P#017-5TOQ#_P"/Q_\ =3_T$5S5 M>;5^-^I]M@/]VI_X4%%%%0=(4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110!T/@'_C]B_P"! P#HMJ]AKQ[P#_Q^Q?\ M _\ T6U>PUW87X/F?+Y]_O$?*_-A1116YY 4444 %%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 >4?$'0?[/G\ MY/N39/T;^(?KFN5Q7L/CC23J5LP7EHSO'0@'(_(G\<5X^1VK@Q$.6?J?6Y1B M?;8=)[QT?Z#:***Q/2"BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ I5;,^(\D!6*Y^:/H7P=X M],_P _K7HUI>)>*)8V#*>A!R*\#J_I6N3:42\+%21@\ @_@01GWZUT4\0X MZ/4\?&Y+"]^:G:+[=#W.BN$T'XEK+^[NAM/]]U8-)17)*3D[L^AI484H\L59!2DY MI**1H%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !2@XI*T_#>F#5+B.W/W6//T4%C^@IT=B*DU3@Y/9*YWOP MXT(6L1NV^]+P/90?ZGGZ8KLJ9%$(0$4850 !Z < 4^O2A%121\3B:\]]64WU M"BBBJ,0HHHH **** "BBB@ HHHH **** "BBB@ HHHH *H:[JHTJ%[DC.P<# MU).!^IYJO$XY->2>-?$YU:4HA_^>XKT:HK6 MU6U411@!5&!4M>C3@H1L?%XS%2Q-5S>W1=D%%%63/K MLIQ2KT$OM1T?Z,****Q/1"BBB@ HHHH **** "BBB@ H MHHH **** "BBB@ HHHH **** "E!I**!,]#^&OB OFRD;H 8P?QW#/Y\'Z[^ MO 8)V@(=*59>A!P1^(KV+PEXA&M0AS_K$P"OV/T/^(]5VX:K=,%%%% !1110 4444 %%%% !1110!Y%\0_^/Q_]U/_ M $$5S5=+\0_^/Q_]U\ T$5S5>;5^-^I]M@/]VI_X4%%%%0=(4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110!T/@'_C] MB_X'_P"BVKV&O'O /'[%_P/_P!%M7L-=V%^#YGR^?? [Q'_"OS84445N>0%% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !7D?CKP^-*GW(,1R#*^Q_B']?H:]9W99BQ]]=-_']'_7D>-T4II*\\^Q"BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M%S5FQU.6P.^)RI_V21GZCO\ C56BA-HF<(S5FKKS.IL_B-=PG+E7'HR@?^@[M?ZUT5C\48G['Y"I]4(8?KM(_6O-:ZG%6RK"U/LV]-/R/9;7QK:7/ M24#V8%?YBM*'589_N2(W^ZZG^1KP@G-%:+%OJCBGD%-_#)_@_P#(^@%8-R.E M+7S^K8Y!IQN&/<_F:KZVNQB^'I?S_A_P3WQY G4@?4XJG-KMO!]Z5! P-<_E MFO#!Q1FD\7V1I'AZ*^*?X'KUS\0+.'HY8^BJ?Z@#]:P+[XJY,6/=V_]E'^M-<#FDJ)8F;\JJI9)AH;Z^K_X8W[GQW>7 (\S /954?D0,C\ZPI)3(=S')/4G MFFTE8RDY;L[Z="G25HQ2]$*#B@G-)12-0HHHH **** "BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBEH ,5Z5\./ M#H@3[UQQB(!% P M. .U=.%IW?,SP\\QG+%48]=7Z=OF.HHHKL/G HHHH **** "BBB@ HHHH ***HZWJ8TR%[@XRJG /=OX1^)H;L.,7*2BMV]>VH@0!0, # Z5TX6G=\QX>>XMQBJ*>^K].@ZBBB MNP^<"BBB@ HHHH **** "O)?B#I*V%SE!A95W<# SD@@?EG\:]:K%\6Z$-7@ M9 /WBC*'OD=OQZ? EZ5E6I\\;=3MRW%+#UTW\+T9XQ24I&*2O//L4%%%% PHH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ K;*^(6T64/SY;$!QZCU^HJ? EWK$I<9IQDT[HSJTHU8.#U3T/?H9A,H=3E M6 ((Z$'H:?7 _#77P0;%SSDLF3GMRH],=?SKOJ]&G-3BF?&8O#2P]5TWTV?< M****LYPHHHH **** "BBB@ HHHH \B^(?_'X_P#NI_Z"*YJNE^(?_'X_^ZG_ M *"*YJO-J_& 4^VP'^[4_P#"@HHHJ#I"BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** .A\ _\?L7___ $6U>PUX]X! MX_8O^! _^BVKV&N[" .!SY?/O]XC_ (5^;"BBBMSR HHHH **** "BBB@ HHHH MH **** "BBB@ HHHH **** "BBB@ HHHH * MHHH **** "BBB@ HHHH **** "BBB@ HHHH **** / M+/B)H2Z?*LT8 68$X P RXS^!R/QS7(^]>XZYHR:O$T#]2/E..0>Q_QJN*\4 MO+1K-VA<89"01[BN'$4^65^C/JLGQGMJ/(_BC^71_H04445@>]%%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !2BDHH$>A_#CQ(%7[!*0,$F M,GC.3DKJV1ZCWKW:N7\;^%/[942Q?ZY!@># M[^WX5D:+HLFK/Y,0R>I)Z 9QD_YSZ5[596262+#&,*HP!71AZ7,^9[(\C-\? M["'LX_$_P7_!Z$]%%%%=I\N%%%% !1110 4444 %%%% !1110 4444 %%%% ! M1165XBU]-$C\UN6.0J^IQ_+U-)M)7*ITY5)*,5=LYCXA>*0JFQA/S' 6$=A_ M=_'O^7K7G1;-2W-RURS2ORSL2?J3DU#7G5:CG*Y]G@L)'#4E!;]?44TE%%0= M04444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 **FM+1KMQ#&,LQP *AKT;X<^&_/)"V^0^*PF+*4]3^[/U_A/X] M/R]*|"KTJ/> ?\ C]B_X'_Z+:O8:[L+\'S/E\^_WB/^%?FPHHHK<\@* M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHI: M "IK*R>]<0Q*6=CP!3(83,0BC+$@ #DDGMBO6O!OA0:*GF/S,X^8_P!T?W1_ M7U-:T:3J/R.',,?""T[_ &GLOU+_ (<\IHD0B7ECRS>I_P'85JT45WI)*Q\ MA4J2J2,^*==.LS&3^!3A!Z*#U^IZG\JZ?XB>*""=/CXQMWGUR,A?IR M"?R^OGYKCQ-6_NH^DR3 N"]M+=K3T[@*2BBN8]L**** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "E%)2YH O:/H M[ZM*L$?5N_8 =2?\^U>VV=J+1%A7HBJHSZ*,"N7^'6ABTA^U'[\WJ,84$@#\M<9_+TKKJ[\3Y8WZL^3SC%NM6<%\,=/GU"BBBMCS HHHH **** "BBB@ HHHH M**** "BBB@ HHHH *\T^(_ATP/JM0?+(0&]F]?HXX-1UYK5C[12N MKJQ****!A1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 ^-]AR/TKV7PIKRZQ"&!RZ!0^<9SCKQV/:O&,UJ^'M? M?191,O(QAES@$'_/!K:A4Y):['GYI@OK5+3XH[?Y'ME%0VER+I%F7[KJ&'T(MR*FKO/D6FG8****!!1110!Y%\0_^/Q_]U/\ T$5S5=+\0_\ C\?_'4_]!%< MU7FU?C?J?;8#_=J?^%!1114'2%%%% !1110 4444 %%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 =#X!_X_8O\ @?\ Z+:O8:\>\ _\?L7_M /_-%M7L-=V%^#YGR^??[Q'_"OS84445N>0%%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M%%%% !2,N[@]#2T4 >6>,O!K:\CZ/*LUY[4JCUZ/OZG(T M4IXI*YCW HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@

(8\WT_3 M9-081Q*6)/8?J3V'N:]!T#X;);$2W)#L/X!]S\<]?T'UKL+:T2U&V-54>B@* M/R%35TT\/&.^IX>,SFM6TC[J_'[_ /(AMK1+4;(U51Z* H_(5-116YY;;;NP MHHHH$%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% 'F M7Q)UQ;N1;5#D1$[O0L<2?]\+_(4?V-!_SR3_ +X7 M_"N:IAY3E>Y[>%SBEAZ4::@].M]SPJBO=?[&@_YY)_WPO^%']C0?\\D_[X7_M J? JC[F_P#K!#^1_>>%45[K_8T'_/)/^^%_PH_L:#_GDG_?"_X4?5'W#_6" M'\C^*HKW7^QH/^>2?]\+_A1_8T'_/)/^^%_P */JC[A_K!#^1_>>%45[K_M &-!_P \D_[X7_"C^QH/^>2?]\+_ (4? 5'W#_6"'\C^*HKW7^QH/\ GDG_M 'PO^%']C0?\\D_[X7_"CZH^X?ZP0_D?WGA5%>Z_V-!_SR3_ +X7_"C^QH/^ M>2?]\+_A1]4?2?]\+_A1_8T'_#R3_OA?*/J MC[A_K!#^1_>>%45[K_8T'_/)/^^%_P */[&@_P">2?\ ?"_X4?5'W#_6"'\C M^*HKW7^QH/^>2?]\+_(4?V-!_SR3_ +X7_"CZH^X?ZP0_D?WGA5%>Z_V- M!_SR3_OA? */[&@_YY)_WPO^%'U1]P_U@A_(_O/"J*]U_L:#_GDG_?"_X4?V M-!_SR3_OA?\ "CZH^X?ZP0_D?WGA5%>Z_P!C0?\ /)/^^%_PH_L:#_GDG_?" M_P"%'U1]P_U@A_(_O/"J*]U_L:#_)Y)_P!\+_A1_8T'_/)/^^%_PH^J/N'^ ML$/Y']YX517NO]C0?\\D_P"^%_PH_L:#_GDG_?"_X5A5P_.[W/6P&;+#4^24;V>AX517NO]C0?\\D_[X7_H_L:#_M)Y)_P!\+_A6?U1]SL_U@A_(_O/"J*]U_L:#_GDG_?"_X4?V-!_SR3_OA?\ M"CZH^X?ZP0_D?WGA5%>Z_P!C0?\ /)/^^%_PH_L:#_GDG_?"_P"%'U1]P_U@ MA_(_O/"J*]U_L:#_)Y)_P!\+_A1_8T'_/)/^^%_PH^J/N'^L$/Y']YX517N MO]C0?\\D_P"^%_PH_L:#_GDG_?"_X4?5'W#_ %@A_(_O/"J*]U_L:#_GDG_? M"_X4? V-!_P \D_[X7_"CZH^X?ZP0_D?WGA5%>Z_V-!_SR3_OA?\ "C^QH/\ MGDG_ 'PO^%'U1]P_U@A_(_O/"J*]U_L:#_GDG_?"_P"%']C0?\\D_P"^%_PH M^J/N'^L$/Y']YX517NO]C0? \\D_[X7_"C^QH/^>2?]\+_A1]4?2?\ ?"_X M4?V-!_SR3_OA?*/JC[A_K!#^1_>>%45[K_8T'_/)/\ OA?*/[&@_YY)_WP MO^%'U1]P_P!8(?R/[SPJBO=?[&@_YY)_WPO^%']C0?\ /)/^^%_PH^J/N'^L M$/Y']YX517NOJC0?\\D_[X7_H_L:#_)Y)_P!\+_A1]4?2?]\+_A3CA9)W MN14SVE4BXN#L]-SROQW.+FZ:1#E61"".A!4&N>->Z_V-!_SR3_OA?*/[&@_ MYY)_WPO^%$L,Y2;N*CGD*5,,.5NRMOV/"J*]U_L:#_GDG_?"_P"%']C0?\\D M_P"^%_PI?5'W-/\ 6"'\C^*HKW7^QH/^>2?]\+_A1_8T'_#R3_OA?*/J MC[A_K!#^1_>>%45[K_8T'_/)/^^%_P */[&@_P">2?\ ?"_X4?5'W#_6"'\C M^*HKW7^QH/^>2?]\+_(4?V-!_SR3_ +X7_"CZH^X?ZP0_D?WGA5%>Z_V- M!_SR3_OA?*/[&@_YY)_WPO^%'U1]P_U@A_(_O/"J*]U_L:#_GDG_?"_X4?V M-!_SR3_OA?\ "CZH^X?ZP0_D?WGA5%>Z_P!C0?\ /)/^^%_PH_L:#_GDG_?"_P"%']C0?\\D_P"^%_PH_L:#_GDG_?"_X4?5'W#_ %@A_(_O/"J* MJ]U_L:#_GDG_?"_X4?V-!_P \D_[X7_"CZH^X?ZP0_D?WGA5%>Z_V-!_SR3_O MA?\ "C^QH/\ GDG_ 'PO^%'U1]P_U@A_(_O/"J*]U_L:#_GDG_?"_P"%']C0 M?\\D_P"^%_PH^J/N'^L$/Y']YX517NO]C0?\\D_[X7_"C^QH/^>2?]\+_A1] M4?P56ATR*$ATC0,.A"@'\P*LUO2I\BL M>3F&,6*J*:5K*WYA1116AQA1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% #)8A*-K $'J",C\C7*ZQ\.(+PE MXB8F/8/:MX'N=/)PF]1_%'S^G4?E6 P(X M/:OH"H;JS2[&R10P]&(_6L)86+V/7H\05(JTXW]-#P0>E%>J:C\-[>YRT9: M,GTY7\CS^MZM^4VR#_ &3@_DV/T)K&6'FO,].AF^&J_:MZZ'*45?FT M&XA!9HI !U)1L?GBJ.*Q::.Z,XRV=Q**4C%&*!W$HI<4E PHHI<4)1110 4 M444 %%%% !1110 4444 %%%% @HHHH&%%+1B@0E%+BI;:S>Y.V-2Q]%!8_H* M ;25V0TO6MBT\(7=T<")A[N-@_\ 'L5TFF_"YGYN) /9.3^9P!^1K2-*5B,PKU])/3LM%_7J%%%%:'(%%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 % M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 % M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 51O=$@OL^;&K$]RHS^?6KU%#5QQDXNZ=F_#6UGY39M#B%]8?< \ ,\(Q28KVN;PG:2]8 M4_X"-O\ +%9>H^";.,!A'@D_WW_^*]'A9+J;PSZC)I.+7W'E%)76ZKH4,&=J MXP?5O\:YS4(1$0%XXK&4'$]*CB8U=KE6BBBI-PHHK;V]ZZ*/P39Q](AQZEC_,FMHX:31YM;.Z5 M.5K2_\:I47>=H&2>PY- >X0Z!;P_=BC'_%S^>*NQQ+%PH ^@Q5K">9SSXAC MTA][_P" >()H5Q)RL4A'M&Q_I4]OX5NK@X$+C_>4K^K8KVNBJ6$CW,7Q!5Z1 M7X_YGE-I\-;J;[^U!_M-D_\ CN?YUMV?PK0?ZV4GV0!?U.? Y5W=%6L/370Y: MF<8J?6WHOUW,"Q\#6EGR(]Q]7.[].GZ5MPP+ -J */10 /R%245JHI;'#4JS MJ.\FWZA1113("BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** ?"BBB@ HHHH **** "BBB@ HHHH **** "BBB@#__V0$! end XML 15 R1.htm IDEA: XBRL DOCUMENT

Cover Page - shares	9 Months Ended Sep. 30, 2024	Oct. 25, 2024
Cover [Abstract]		
Document Type	10-Q	
Document Quarterly Report	true	
Document Period End Date	Sep. 30, 2024	
Document Transition Report	false	
Entity File Number	001-32172	
Entity Registrant Name	XPO, Inc.	
Entity Incorporation, State or Country Code	DE	
Entity Tax Identification Number	03-0450326	
Entity Address, Address Line One	Five American Lane	
Entity Address, City or Town	Greenwich,	
Entity Address, State or Province	CT	
Entity Address, Postal Zip Code	06831	
City Area Code	855	
Local Phone Number	976-6951	
Title of 12(b) Security	Common stock, par value $0.001 per share	
Trading Symbol	XPO	
Security Exchange Name	NYSE	
Entity Current Reporting Status	Yes	
Entity Interactive Data Current	Yes	
Entity Filer Category	Large Accelerated Filer	
Small Business Entity	false	
Emerging Growth Company	false	
Entity Shell Company	false	
Entity Common Stock, Shares Outstanding		116,401,890
Amendment Flag	false	
Document Fiscal Year Focus	2024	
Document Fiscal Period Focus	Q3	
Entity Central Index Key	0001166003	
Current Fiscal Year End Date	--12-31	

XML 16 R2.htm IDEA: XBRL DOCUMENT

Condensed Consolidated Balance Sheets - USD ($) $ in Millions	Sep. 30, 2024	Dec. 31, 2023
Current assets		
Cash and cash equivalents	$ 378	$ 412
Accounts receivable, net of allowances of $46 and $45, respectively	1,064	973
Other current assets	212	208
Total current assets	1,654	1,593
Long-term assets		
Property and equipment, net of $1,991 and $1,853 in accumulated depreciation, respectively	3,357	3,075
Operating lease assets	750	708
Goodwill	1,516	1,498
Identifiable intangible assets, net of $499 and $452 in accumulated amortization, respectively	381	422
Other long-term assets	266	196
Total long-term assets	6,269	5,899
Total assets	7,923	7,492
Current liabilities		
Accounts payable	445	532
Accrued expenses	805	775
Short-term borrowings and current maturities of long-term debt	68	69
Short-term operating lease liabilities	134	121
Other current liabilities	112	93
Total current liabilities	1,563	1,590
Long-term liabilities		
Long-term debt	3,343	3,335
Deferred tax liability	371	337
Employee benefit obligations	88	91
Long-term operating lease liabilities	614	588
Other long-term liabilities	303	285
Total long-term liabilities	4,719	4,636
Stockholders' equity		
Common stock, $0.001 par value; 300 shares authorized; 116 shares issued and outstanding as of September 30, 2024 and December 31, 2023, respectively	0	0
Additional paid-in capital	1,340	1,298
Retained earnings	496	185
Accumulated other comprehensive loss	(195)	(217)
Total equity	1,641	1,266
Total liabilities and equity	$ 7,923	$ 7,492

XML 17 R3.htm IDEA: XBRL DOCUMENT

Condensed Consolidated Balance

Sheets (Parenthetical) - USD ($) $ in Millions	Sep. 30, 2024	Dec. 31, 2023
Statement of Financial Position [Abstract]		
Accounts receivable, allowances	$ 46	$ 45
Property and equipment, accumulated depreciation	1,991	1,853
Identifiable intangible assets, accumulated amortization	$ 499	$ 452
Common stock, par value (in dollars per share)	$ 0.001	$ 0.001
Common stock, shares authorized (in shares)	300,000,000	300,000,000
Common stock, shares issued (in shares)	116,000,000	116,000,000
Common stock, shares outstanding (in shares)	116,000,000	116,000,000

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Condensed Consolidated Statements of Income - USD ($) shares in Millions, $ in Millions	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Income Statement [Abstract]				
Revenue	$ 2,053	$ 1,980	$ 6,150	$ 5,804
Salaries, wages and employee benefits	852	809	2,541	2,354
Purchased transportation	430	437	1,303	1,338
Fuel, operating expenses and supplies	399	406	1,213	1,223
Operating taxes and licenses	21	15	61	45
Insurance and claims	33	39	105	129
(Gains) losses on sales of property and equipment	0	1	(5)	(4)
Depreciation and amortization expense	126	110	365	318
Transaction and integration costs	13	8	39	47
Restructuring costs	3	1	17	35
Operating income	176	154	511	319
Other income	(15)	(4)	(31)	(12)
Debt extinguishment loss	0	0	0	23
Interest expense	56	41	170	126
Income from continuing operations before income tax provision	135	117	372	182
Income tax provision	40	31	60	48
Income from continuing operations	95	86	312	134
Loss from discontinued operations, net of taxes	0	(2)	0	(3)
Net income	95	84	312	131
Net income (loss)				
Continuing operations	95	86	312	134
Discontinued operations	0	(2)	0	(3)
Net income	$ 95	$ 84	$ 312	$ 131
Earnings (loss) per share data				
Basic earnings per share from continuing operations (in dollars per share)	$ 0.81	$ 0.74	$ 2.68	$ 1.16
Basic loss per share from discontinued operations (in dollars per share)	0	(0.01)	0	(0.02)
Basic earnings per share (in dollars per share)	0.81	0.73	2.68	1.14
Diluted earnings per share from continuing operations (in dollars per share)	0.79	0.72	2.60	1.14
Diluted loss per share from discontinued operations (in dollars per share)	0	(0.01)	0	(0.02)
Diluted earnings per share (in dollars per share)	$ 0.79	$ 0.71	$ 2.60	$ 1.12
Weighted-average common shares outstanding				
Basic weighted-average common shares outstanding (in shares)	116	116	116	116
Diluted weighted-average common shares outstanding (in shares)	120	119	120	118

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Condensed Consolidated Statements of Comprehensive Income - USD ($) $ in Millions	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Statement of Comprehensive Income [Abstract]				
Net income	$ 95	$ 84	$ 312	$ 131
Other comprehensive income (loss), net of tax				
Foreign currency translation gain (loss), net of tax effect of $8, $(5), $1 and $5	30	(21)	20	6
Unrealized gain (loss) on financial assets/liabilities designated as hedging instruments, net of tax effect of $1, $—, $— and $1	0	(1)	1	2
Other comprehensive income (loss)	29	(22)	21	8
Comprehensive income	$ 124	$ 62	$ 333	$ 139

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Condensed Consolidated Statements of Comprehensive Income (Parenthetical) - USD ($) $ in Millions	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Statement of Comprehensive Income [Abstract]				
Foreign currency translation gain (loss), tax	$ 8	$ (5)	$ 1	$ 5
Unrealized gain (loss) on financial assets/liabilities designated as hedging instruments, tax	$ 1	$ 0	$ 0	$ 1

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Condensed Consolidated Statements of Cash Flows - USD ($) $ in Millions	9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023
Cash flows from operating activities of continuing operations		
Net income	$ 312	$ 131
Loss from discontinued operations, net of taxes	0	(3)
Income from continuing operations	312	134
Adjustments to reconcile income from continuing operations to net cash from operating activities		
Depreciation and amortization	365	318
Stock compensation expense	64	58
Accretion of debt	8	8
Deferred tax expense	39	16
Gains on sales of property and equipment	(5)	(4)
Other	0	46
Changes in assets and liabilities		
Accounts receivable	(87)	(141)
Other assets	(71)	(24)
Accounts payable	(29)	(38)
Accrued expenses and other liabilities	21	70

Net cash provided by operating activities from continuing operations	619	443
Cash flows from investing activities of continuing operations		
Payment for purchases of property and equipment	(623)	(494)
Proceeds from sale of property and equipment	17	19
Proceeds from settlement of cross-currency swaps	0	2
Proceeds from sale of investment	8	0
Net cash used in investing activities from continuing operations	(598)	(473)
Cash flows from financing activities of continuing operations		
Proceeds from issuance of debt	0	1,977
Repurchase of debt	0	(2,003)
Repayment of debt and finance leases	(64)	(50)
Payment for debt issuance costs	(4)	(15)
Change in bank overdrafts	32	30
Payment for tax withholdings for restricted shares	(21)	(12)
Other	(1)	1
Net cash used in financing activities from continuing operations	(59)	(72)
Cash flows from discontinued operations		
Operating activities of discontinued operations	0	(11)
Investing activities of discontinued operations	0	2
Net cash used in discontinued operations	0	(9)
Effect of exchange rates on cash, cash equivalents and restricted cash	5	2
Net decrease in cash, cash equivalents and restricted cash	(33)	(109)
Cash, cash equivalents and restricted cash, beginning of period	419	470
Cash, cash equivalents and restricted cash, end of period	385	361
Supplemental disclosure of cash flow information		
Leased assets obtained in exchange for new operating lease liabilities	175	80
Leased assets obtained in exchange for new finance lease liabilities	62	52
Cash paid for interest	148	109
Cash paid for income taxes	$ 71	$ 36

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Condensed Consolidated Statements of Changes in Equity - USD ($) shares in Thousands, $ in Millions	**Total**	**Common Stock**	**Additional Paid-In Capital**	**Retained Earnings**	**Accumulated Other Comprehensive Loss**
Balance at beginning of period (in shares) at Dec. 31, 2022		115,435			
Balance at beginning of period at Dec. 31, 2022	$ 1,012	$ 0	$ 1,238	$ (4)	$ (222)
Increase (Decrease) in Stockholders' Equity [Roll Forward]					
Net income	131			131	
Other comprehensive (loss) income	8				8
Exercise and vesting of stock compensation awards (in shares)		537			
Exercise and vesting of stock compensation awards	0				
Tax withholdings related to vesting of stock compensation awards	(14)		(14)		
Stock compensation expense	58		58		
Other	2		2		
Balance at end of period (in shares) at Sep. 30, 2023		115,972			
Balance at end of period at Sep. 30, 2023	1,197	$ 0	1,284	127	(214)
Balance at beginning of period (in shares) at Jun. 30, 2023		115,939			
Balance at beginning of period at Jun. 30, 2023	1,119	$ 0	1,268	43	(192)
Increase (Decrease) in Stockholders' Equity [Roll Forward]					
Net income	84			84	
Other comprehensive (loss) income	(22)				(22)
Exercise and vesting of stock compensation awards (in shares)		33			
Exercise and vesting of stock compensation awards	0				
Tax withholdings related to vesting of stock compensation awards	(2)		(2)		
Stock compensation expense	17		17		
Other	1		1		
Balance at end of period (in shares) at Sep. 30, 2023		115,972			
Balance at end of period at Sep. 30, 2023	1,197	$ 0	1,284	127	(214)
Balance at beginning of period (in shares) at Dec. 31, 2023		116,073			
Balance at beginning of period at Dec. 31, 2023	1,266	$ 0	1,298	185	(217)
Increase (Decrease) in Stockholders' Equity [Roll Forward]					
Net income	312			312	
Other comprehensive (loss) income	21				21
Exercise and vesting of stock compensation awards (in shares)		328			
Exercise and vesting of stock compensation awards	0				
Tax withholdings related to vesting of stock compensation awards	(22)		(22)		
Stock compensation expense	64		64		
Balance at end of period (in shares) at Sep. 30, 2024		116,401			
Balance at end of period at Sep. 30, 2024	1,641	$ 0	1,340	496	(195)
Balance at beginning of period (in shares) at Jun. 30, 2024		116,344			
Balance at beginning of period at Jun. 30, 2024	1,499	$ 0	1,322	402	(225)
Increase (Decrease) in Stockholders' Equity [Roll Forward]					
Net income	95			95	
Other comprehensive (loss) income	29				29
Exercise and vesting of stock compensation awards (in shares)		57			
Exercise and vesting of stock compensation awards	0				
Tax withholdings related to vesting of stock compensation awards	(4)		(4)		
Stock compensation expense	22		22		
Balance at end of period (in shares) at Sep. 30, 2024		116,401			
Balance at end of period at Sep. 30, 2024	$ 1,641	$ 0	$ 1,340	$ 496	$ (195)

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

XPO, Inc., together with its subsidiaries (“XPO,” “we” or the “Company”), is a leading provider of freight transportation services. We use our proprietary technology to move goods efficiently through our customers’ supply chains in North America and Europe. See Note 2—Segment Reporting for additional information on our operations.

Strategic Developments

In December 2023, we acquired 28 less-than-truckload (“LTL”) service centers in the U.S. previously operated by Yellow Corporation. In connection with this transaction, we purchased 26 of the service centers and assumed existing leases for the other two locations. This strategic acquisition of assets aligns with our commitment to invest in expanding our LTL network capacity.

Our Board of Directors has previously authorized the divestiture of our European business. There can be no assurance that the divestiture will occur, or of the terms or timing of a transaction.

Basis of Presentation

We prepared our Condensed Consolidated Financial Statements in accordance with U.S. generally accepted accounting principles ("GAAP") and on the same basis as the accounting policies described in our Annual Report on Form 10-K for the year ended December 31, 2023 (the "2023 Form 10-K"). The interim reporting requirements of Form 10-Q allow certain information and note disclosures normally included in annual consolidated financial statements to be condensed or omitted. These Condensed Consolidated Financial Statements should be read in conjunction with the 2023 Form 10-K.

The Condensed Consolidated Financial Statements are not audited but reflect all adjustments that are of a normal recurring nature and are necessary for a fair presentation of the financial condition, operating results and cash flows for the interim periods presented. Operating results for the three and nine months ended September 30, 2024 are not necessarily indicative of the results that may be expected for the year ending December 31, 2024.

The historical results of operations and financial positions of RXO, Inc., GXO Logistics, Inc. and our intermodal operation are presented as discontinued operations and, as such, have been excluded from both continuing operations and segment results for all periods presented.

Within the Condensed Consolidated Financial Statements and associated notes, certain amounts may not add due to the use of rounded numbers. Percentages presented are calculated from the underlying numbers in millions.

Restricted Cash

As of September 30, 2024 and December 31, 2023, our restricted cash included in Other long-term assets on our Condensed Consolidated Balance Sheets was $7 million.

Trade Receivables Securitization and Factoring Programs

We sell certain of our trade accounts receivable on a non-recourse basis to third-party financial institutions under factoring agreements. We also sell trade accounts receivable under a securitization program for our European Transportation business. We use trade receivables securitization and factoring programs to help manage our cash flows and offset the impact of extended payment terms for some of our customers.

The maximum amount of net cash proceeds available at any one time under our securitization program, inclusive of any unsecured borrowings, is €200 million (approximately $223 million as of September 30, 2024). As of September 30, 2024, the maximum amount available under the program was utilized. The weighted average interest rate was 5.37% as of September 30, 2024. The program expires in July 2026.

Information related to the trade receivables sold was as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In millions)	2024	2023	2024	2023
Securitization programs				
Receivables sold in period	$ 440	$ 452	$ 1,339	$ 1,362
Cash consideration	440	452	1,339	1,362
Factoring programs				
Receivables sold in period	20	23	61	81
Cash consideration	20	23	61	81

Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The levels of inputs used to measure fair value are:

- Level 1—Quoted prices for identical instruments in active markets;
- Level 2—Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs are observable in active markets; and
- Level 3—Valuations based on inputs that are unobservable, generally utilizing pricing models or other valuation techniques that reflect management's judgment and estimates.

We base our fair value estimates on market assumptions and available information. The carrying values of cash and cash equivalents, accounts receivable, accounts payable, accrued expenses and current maturities of long-term debt approximated their fair values as of September 30, 2024 and December 31, 2023 due to their short-term nature and/or being receivable or payable on demand. The Level 1 cash equivalents include money market funds valued using quoted prices in active markets and a cash deposit for the securitization program.

The fair value hierarchy of cash equivalents was as follows:

(In millions)	Carrying Value	Fair Value	Level 1
September 30, 2024	$ 336	$ 336	$ 336
December 31, 2023	369	369	369

We measure Level 1 equity investments at fair value on a recurring basis using quoted prices in active markets. As of September 30, 2024, the value of our equity investment was $3 million and is reflected within Other current assets on our Condensed Consolidated Balance Sheets. During the three and nine months ended September 30, 2024, we recognized a gain on equity investments of $9 million and $13 million, respectively, in Corporate. These amounts are included in Other income on our Condensed Consolidated Statements of Income.

For information on the fair value hierarchy of our derivative instruments, see Note 5—Derivative Instruments and for information on financial liabilities, see Note 6—Debt.

Accounting Pronouncements Issued but Not Yet Effective

In December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures." The ASU modifies income tax disclosures by requiring (i) consistent categories and greater disaggregation of information in the rate reconciliations and (ii) the disclosure of income taxes paid disaggregated by jurisdiction, among other requirements. This ASU is effective for annual periods beginning in 2025, and should be applied on a prospective basis, with the option to apply retrospectively. Early adoption is permitted. We are currently evaluating the impact of the new standard, which is limited to financial statement disclosures.

In November 2023, the FASB issued ASU 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures." The amendments in the ASU increase reportable segment disclosure requirements primarily through enhanced disclosures about significant segment expenses. In addition, the amendments enhance interim disclosure requirements, clarify circumstances in which an entity can disclose multiple segment measures of profit and loss, and provide new segment disclosure requirements for entities with a single reportable segment, among other disclosure requirements. This ASU is effective on a retrospective basis for annual periods beginning in 2024, and for interim periods beginning January 1, 2025. Early adoption is permitted. We are currently evaluating the impact of the new standard, which is limited to financial statement disclosures

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Segment Reporting

9 Months Ended
Sep. 30, 2024

Segment Reporting [Abstract]

Segment Reporting — Segment Reporting

We are organized into two reportable segments: North American LTL, the largest component of our business, and European Transportation.

In our North American LTL segment, we provide shippers with geographic density and day-definite domestic and cross-border services to the U.S., as well as Mexico, Canada and the Caribbean. Our North American LTL segment also includes the results of our trailer manufacturing operations.

In our European Transportation segment, we serve an extensive base of customers within the consumer, trade and industrial markets. We offer dedicated truckload, LTL, truck brokerage, managed transportation, last mile, freight forwarding, warehousing and multimodal solutions, such as road-rail and road-short sea combinations.

Corporate includes corporate headquarters costs for executive officers and certain legal and financial functions, and other costs and credits not attributed to our reportable segments.

Our chief operating decision maker ("CODM") regularly reviews financial information at the operating segment level to allocate resources to the segments and to assess their performance. We include items directly attributable to a segment, and those that can be allocated on a reasonable basis, in segment results reported to the CODM. We do not provide asset information by segment to the CODM. Our CODM evaluates segment profit (loss) based on adjusted earnings before interest, taxes, depreciation and amortization ("Adjusted EBITDA"), which we define as income from continuing operations before debt extinguishment loss, interest expense, income tax provision, depreciation and amortization expense, transaction and integration costs, restructuring costs and other adjustments. Segment Adjusted EBITDA includes an allocation of corporate costs.

Selected financial data for our segments is as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in millions)	2024	2023	2024	2023
Revenue				
North American LTL	$ 1,251	$ 1,228	$ 3,743	$ 3,484
European Transportation	803	752	2,407	2,320
Total	$ 2,053	$ 1,980	$ 6,150	$ 5,804
Adjusted EBITDA				
North American LTL	$ 284	$ 241	$ 836	$ 631
European Transportation	44	44	131	127
Corporate	5	(7)	(3)	(26)
Total Adjusted EBITDA	333	278	964	732
Less:				
Debt extinguishment loss	—	—	—	23
Interest expense	56	41	170	126
Income tax provision	40	31	60	48
Depreciation and amortization expense	126	110	365	318
Transaction and integration costs [1]	13	8	39	47
Restructuring costs [2]	3	1	17	35
Other	—	1	—	1
Income from continuing operations	$ 95	$ 86	$ 312	$ 134
Depreciation and amortization expense				
North American LTL	$ 89	75	$ 257	$ 214
European Transportation	36	35	106	100
Corporate	1	—	3	4
Total	$ 126	$ 110	$ 365	$ 318

(1) Transaction and integration costs for the periods ended September 30, 2024 and September 30, 2023 are primarily comprised of stock-based compensation for certain employees related to strategic initiatives. Transaction and integration costs for the three months ended September 30, 2024 and 2023 include $1 million and $1 million, respectively, related to our European Transportation segment, and $12 million and $7 million, respectively, related to Corporate. Transaction and integration costs for the nine months ended September 30, 2024 and 2023 include $1 million and $0 million, respectively, related to our North American LTL segment, $2 million and $2 million, respectively, related to our European Transportation segment, and $36 million and $45 million, respectively, related to Corporate.

(2) Restructuring costs for the three months ended September 30, 2024 and 2023 include $2 million and $1 million, respectively, related to our European Transportation segment, and $1 million and $0 million, respectively, related to Corporate. Restructuring costs for the nine months ended September 30, 2024 and 2023 include $2 million and $10 million, respectively, related to our North American LTL segment, $13 million and $9 million, respectively, related to our European Transportation segment, and $2 million and $16 million, respectively, related to Corporate. See Note 4— Restructuring Charges for further information on our restructuring actions.

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Revenue Recognition

9 Months Ended
Sep. 30, 2024

Revenue from Contract with Customer [Abstract]

Revenue Recognition — Revenue Recognition

Disaggregation of Revenues

Our revenue disaggregated by geographic area based on sales office location was as follows:

	Three Months Ended September 30, 2024		
(In millions)	North American LTL	European Transportation	Total
Revenue			
United States	$ 1,224	$ —	$ 1,224
North America (excluding United States)	27	—	27
France	—	320	320
United Kingdom	—	269	269
Europe (excluding France and United Kingdom)	—	214	214
Total	$ 1,251	$ 803	$ 2,053

	Three Months Ended September 30, 2023		
(In millions)	North American LTL	European Transportation	Total
Revenue			
United States	$ 1,202	$ —	$ 1,202
North America (excluding United States)	26	—	26
France	—	309	309
United Kingdom	—	232	232
Europe (excluding France and United Kingdom)	—	211	211
Total	$ 1,228	$ 752	$ 1,980

	Nine Months Ended September 30, 2024		
(In millions)	North American LTL	European Transportation	Total
Revenue			
United States	$ 3,662	$ —	$ 3,662
North America (excluding United States)	81	—	81
France	—	984	984
United Kingdom	—	766	766
Europe (excluding France and United Kingdom)	—	657	657
Total	$ 3,743	$ 2,407	$ 6,150

	Nine Months Ended September 30, 2023		
(In millions)	North American LTL	European Transportation	Total
Revenue			
United States	$ 3,411	$ —	$ 3,411
North America (excluding United States)	73	—	73
France	—	980	980
United Kingdom	—	682	682
Europe (excluding France and United Kingdom)	—	658	658
Total	$ 3,484	$ 2,320	$ 5,804

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Restructuring Charges

9 Months Ended Sep. 30, 2024

Restructuring and Related Activities [Abstract]

Restructuring Charges

Restructuring Charges

We engage in restructuring actions as part of our ongoing efforts to best use our resources and infrastructure. These actions generally include severance and facility-related costs, including impairment of lease assets, as well as contract termination costs, and are intended to improve our efficiency and profitability.

Our restructuring-related activity was as follows:

		Nine Months Ended September 30, 2024			
(In millions)	Reserve Balance as of December 31, 2023	Charges Incurred	Payments	Foreign Exchange and Other	Reserve Balance as of September 30, 2024
Severance					
North American LTL	$ 2	$ —	$ (2)	$ 1	$ 1
European Transportation	1	12	(11)	—	2
Corporate	8	2	(7)	(1)	3
Total	$ 11	$ 14	$ (20)	$ —	$ 6

In addition to the severance charges noted in the table above, we recorded non-cash charges in our North American LTL and European Transportation segments of $2 million and $1 million, respectively, during the first nine months of 2024.

We expect that the majority of the cash outlays related to the severance charges incurred in the first nine months of 2024 will be completed within 12 months.

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Derivative Instruments

9 Months Ended Sep. 30, 2024

Derivative Instruments and Hedging Activities Disclosure [Abstract]

Derivative Instruments

Derivative Instruments

In the normal course of business, we are exposed to risks arising from business operations and economic factors, including fluctuations in interest rates and foreign currencies. We use derivative instruments to manage the volatility related to these exposures. The objective of these derivative instruments is to reduce fluctuations in our earnings and cash flows associated with changes in foreign currency exchange rates and interest rates. These financial instruments are not used for trading or other speculative purposes. Historically, we have not incurred, and do not expect to incur in the future, any losses as a result of counterparty default.

The fair value of our derivative instruments and the related notional amounts were as follows:

		September 30, 2024			
		Derivative Assets		Derivative Liabilities	
(In millions)	Notional Amount	Balance Sheet Caption	Fair Value	Balance Sheet Caption	Fair Value
Derivatives designated as hedges					
Cross-currency swap agreements	$ 249	Other current assets	$ —	Other current liabilities	$ (17)
Cross-currency swap agreements	403	Other long-term assets	—	Other long-term liabilities	(22)
Interest rate swaps	550	Other current assets	—	Other current liabilities	(1)
Total			$ —		$ (39)

		December 31, 2023			
		Derivative Assets		Derivative Liabilities	
(In millions)	Notional Amount	Balance Sheet Caption	Fair Value	Balance Sheet Caption	Fair Value
Derivatives designated as hedges					
Cross-currency swap agreements	$ 652	Other current assets	$ —	Other current liabilities	$ (34)
Interest rate swaps	350	Other current assets	—	Other current liabilities	(2)
Interest rate swaps	200	Other long-term assets	—	Other long-term liabilities	—
Total			$ —		$ (36)

The derivatives are classified as Level 2 within the fair value hierarchy. The derivatives are valued using inputs other than quoted prices, such as foreign exchange rates and yield curves.

The effect of derivative and nonderivative instruments designated as hedges on our Condensed Consolidated Statements of Income was as follows:

	Amount of Gain (Loss) Recognized in Other Comprehensive Income (Loss) on Derivatives		Amount of Gain Reclassified from AOCI into Net Income		Amount of Gain Recognized in Income on Derivative (Amount Excluded from Effectiveness Testing)	
	Three Months Ended September 30,					
(In millions)	2024	2023	2024	2023	2024	2023
Derivatives designated as cash flow hedges						
Interest rate swaps	$ (1)	$ (1)	$ —	$ 1	$ —	$ —
Derivatives designated as net investment hedges						
Cross-currency swap agreements	(23)	20	—	—	2	2
Total	$ (24)	$ 19	$ —	$ 1	$ 2	$ 2

	Amount of Gain (Loss) Recognized in Other Comprehensive Income (Loss) on Derivatives		Amount of Gain Reclassified from AOCI into Net Income		Amount of Gain Recognized in Income on Derivative (Amount Excluded from Effectiveness Testing)	
	Nine Months Ended September 30,					
(In millions)	2024	2023	2024	2023	2024	2023
Derivatives designated as cash flow hedges						
Interest rate swaps	$ 1	$ 1	$ 1	$ 2	$ —	$ —
Derivatives designated as net investment hedges						
Cross-currency swap agreements	(5)	7	—	—	7	6
Total	$ (4)	$ 8	$ 1	$ 2	$ 7	$ 6

Cross-Currency Swap Agreements

We enter into cross-currency swap agreements to manage the foreign currency exchange risk related to our international operations by effectively converting our fixed-rate USD-denominated debt, including the associated interest payments, to fixed-rate, euro (“EUR”)-denominated debt. The risk management objective of these transactions is to manage foreign currency risk relating to net investments in subsidiaries denominated in foreign currencies and reduce the variability in the functional currency equivalent cash flows of this debt.

During the term of the swap contracts, we receive interest on a quarterly basis from the counterparties based on USD fixed interest rates, and we pay interest, also on a quarterly basis, to the counterparties based on EUR fixed interest

rates. At maturity, we will repay the original principal amount in EUR and receive the principal amount in USD. These agreements expire at various dates through 2027.

We designated these cross-currency swaps as qualifying hedging instruments and account for them as net investment hedges. We apply the simplified method of assessing the effectiveness of our net investment hedging relationships. Under this method, for each reporting period, the change in the fair value of the cross-currency swaps is initially recognized in Accumulated other comprehensive income (“AOCI”). The change in the fair value due to foreign exchange remains in AOCI and the initial component excluded from effectiveness testing will initially remain in AOCI and then will be reclassified from AOCI to Interest expense each period in a systematic manner. Cash flows related to the periodic exchange of interest payments for these net investment hedges are included in Cash flows from operating activities of continuing operations on our Condensed Consolidated Statements of Cash Flows.

Interest Rate Hedging

We execute short-term interest rate swaps to mitigate variability in forecasted interest payments on our Senior Secured Term Loan Credit Agreement (the "Term Loan Credit Agreement"). The interest rate swaps convert floating-rate interest payments into fixed rate interest payments. We designated the interest rate swaps as qualifying hedging instruments and account for these derivatives as cash flow hedges. The outstanding interest rate swaps mature on various dates in 2024 and 2025.

We record gains and losses resulting from fair value adjustments to the designated portion of interest rate swaps in AOCI and reclassify them to Interest expense on the dates that interest payments accrue. Cash flows related to the interest rate swaps are included in Cash flows from operating activities of continuing operations on our Condensed Consolidated Statements of Cash Flows.

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Debt

9 Months Ended
Sep. 30, 2024

Debt Disclosure [Abstract]

Debt

Debt

(In millions)	September 30, 2024		December 31, 2023	
	Principal Balance	Carrying Value	Principal Balance	Carrying Value
Term loan facility	$ 1,100	$ 1,089	$ 1,100	$ 1,087
6.25% senior secured notes due 2028	830	823	830	822
7.125% senior notes due 2031	450	445	450	445
7.125% senior notes due 2032	585	576	585	575
6.70% senior debentures due 2034	300	224	300	221
Finance leases, asset financing and other	254	254	254	254
Total debt	3,519	3,411	3,519	3,404
Short-term borrowings and current maturities of long-term debt	68	68	69	69
Long-term debt	$ 3,451	$ 3,343	$ 3,450	$ 3,335

The fair value of our debt and classification in the fair value hierarchy was as follows:

(In millions)	Fair Value	Level 1	Level 2
September 30, 2024	$ 3,616	$ 2,276	$ 1,340
December 31, 2023	3,583	2,235	1,348

We valued Level 1 debt using quoted prices in active markets. We valued Level 2 debt using bid evaluation pricing models or quoted prices of securities with similar characteristics.

ABL Facility

As of September 30, 2024, our borrowing base was $557 million and our availability under our Second Amended and Restated Revolving Credit Agreement, as amended (the "ABL Facility"), was $556 million after considering outstanding letters of credit of less than $1 million. As of September 30, 2024, we were in compliance with the ABL Facility's financial covenants.

Letters of Credit Facility

As of September 30, 2024, we had issued $137 million in aggregate face amount of letters of credit under our $200 million uncommitted secured evergreen letter of credit facility.

Term Loan Facility

In 2015, we entered into a Term Loan Credit Agreement that provided for a single borrowing of $1.6 billion, which was subsequently amended to increase the principal balance to $2.0 billion and to extend the maturity date to February 2025 (the "Existing Term Loan Facility").

In the second quarter of 2023, we amended the Term Loan Credit Agreement to obtain $700 million of new term loans (the "New Term Loan Facility") having substantially similar terms as the Existing Term Loan Facility, except with respect to maturity date, issue price, interest rate, prepayment premiums in connection with certain voluntary prepayments and certain other provisions. The New Term Loan Facility was issued at 99.5% of the face amount and will mature in May 2028.

In the same period, we used net proceeds from the New Term Loan Facility, the Senior Secured Notes due 2028 (as defined below) and the Senior Notes due 2031 (as defined below), together with cash on hand, to repay $2.0 billion of outstanding principal under the Existing Term Loan Facility and to pay related fees, expenses and accrued interest. We recorded a debt extinguishment loss of $23 million in the second quarter 2023 due to this repayment.

In the fourth quarter of 2023, we entered into an incremental amendment to the Term Loan Credit Agreement to obtain $400 million of incremental term loans (the "Incremental Term Loans"). The Incremental Term Loans are a new tranche of loans under the Term Loan Credit Agreement and will mature in February 2031.

The weighted average interest rate of our term loans was approximately 7.20% as of September 30, 2024.

Senior Notes Due 2028 and 2031

In the second quarter of 2023, we completed private placements of $830 million aggregate principal amount of senior secured notes due 2028 (the "Senior Secured Notes due 2028") and $450 million aggregate principal amount of senior notes due 2031 (the "Senior Notes due 2031"). The Senior Secured Notes due 2028 mature in June 2028 and bear interest at a rate of 6.25% per annum. The Senior Notes due 2031 mature in June 2031 and bear interest at a rate of 7.125% per annum. Interest is payable semi-annually in cash in arrears and commenced December 1, 2023. These notes were issued at par and were used to repay our Existing Term Loan Facility as described above.

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Income Taxes

9 Months Ended
Sep. 30, 2024

Income Tax Disclosure [Abstract]

Income Tax

Income Taxes

During the second quarter of 2024, the Company executed a legal entity reorganization in our European Transportation business that resulted in a one-time tax benefit of $41 million for the second quarter of 2024 ($40 million for the nine months ended September 30, 2024).

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Earnings (Loss) per Share

9 Months Ended
Sep. 30, 2024

Earnings Per Share [Abstract]

Earnings (Loss) per Share

Earnings (Loss) per Share

The computations of basic and diluted earnings per share were as follows:

(In millions, except per share data)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Net income from continuing operations	$ 95	$ 86	$ 312	$ 134
Net loss from discontinued operations	—	(2)	—	(3)
Net income	$ 95	$ 84	$ 312	$ 131
Basic weighted-average common shares	116	116	116	116
Dilutive effect of stock-based awards	4	3	4	2
Diluted weighted-average common shares	120	119	120	118
Basic earnings from continuing operations per share	$ 0.81	$ 0.74	$ 2.68	$ 1.16
Basic loss from discontinued operations per share	—	(0.01)	—	(0.02)
Basic earnings per share	$ 0.81	$ 0.73	$ 2.68	$ 1.14
Diluted earnings from continuing operations per share	$ 0.79	$ 0.72	$ 2.60	$ 1.14
Diluted loss from discontinued operations per share	—	(0.01)	—	(0.02)
Diluted earnings per share	$ 0.79	$ 0.71	$ 2.60	$ 1.12

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Commitments and Contingencies

9 Months Ended
Sep. 30, 2024

Commitments and Contingencies Disclosure [Abstract]

Commitments and Contingencies

Commitments and Contingencies

We are involved, and expect to continue to be involved, in numerous proceedings arising out of the conduct of our business. These proceedings may include claims for property damage or personal injury incurred in connection with the transportation of freight, environmental liability, commercial disputes, insurance coverage disputes and employment-related claims, including claims involving asserted breaches of employee restrictive covenants.

We establish accruals for specific legal proceedings when it is considered probable that a loss has been incurred and the amount of the loss can be reasonably estimated. We review and adjust, as appropriate, accruals for loss contingencies at least quarterly and as additional information becomes available. If a loss is not both probable and reasonably estimable, or if an exposure to loss exists in excess of the amount accrued, we assess whether there is at least a reasonable possibility that a loss, or additional loss, may have been incurred. If there is a reasonable possibility that a loss, or additional loss, may have been incurred, we disclose the estimate of the possible loss or range of loss if it is material and an estimate can be made, or disclose that such an estimate cannot be made. The determination as to whether a loss can reasonably be considered to be possible or probable is based on our assessment, together with legal counsel, regarding the ultimate outcome of the matter.

We believe that we have adequately accrued for the potential impact of loss contingencies that are probable and reasonably estimable. We do not believe that the ultimate resolution of any matters to which we are presently a party will have a material adverse effect on our results of operations, financial condition or cash flows. However, the results of these matters cannot be predicted with certainty, and an unfavorable resolution of one or more of these matters could have a material adverse effect on our financial condition, results of operations or cash flows. Legal costs incurred related to these matters are expensed as incurred.

We carry liability and excess umbrella insurance policies that we deem sufficient to cover potential legal claims arising in the normal course of conducting our operations as a transportation company. In the event we are required to satisfy a legal claim outside the scope of the coverage provided by insurance, our financial condition, results of operations or cash flows could be negatively impacted.

Insurance Contribution Litigation

In April 2012, Allianz Global Risks US Insurance Company sued eighteen insurance companies in a case captioned Allianz Global Risks US Ins. Co. v. ACE Property & Casualty Ins. Co., et al., Multnomah County Circuit Court (Case No. 1204-04552). Allianz Global Risks US Ins. Co. ("Allianz") sought contribution on environmental and product liability claims that Allianz agreed to defend and indemnify on behalf of its insured, Daimler Trucks North America ("DTNA"). Defendants had insured Freightliner's assets, which DTNA acquired in 1981. Con-way, Freightliner's former parent company, intervened. We acquired Con-way in 2015. Con-way and Freightliner had self-insured under fronting agreements with defendant insurers ACE, Westport, and General. Under those agreements, Con-way agreed to indemnify the fronting carriers for damages assessed under the fronting policies. Con-way's captive insurer, Centron, was also a named defendant. After a seven-week jury trial in 2014, the jury found that Con-way and the fronting insurers never intended that the insurers defend or indemnify any claims against Freightliner. In June 2015, Allianz appealed to the Oregon Court of Appeals. In May 2019, the Oregon Court of Appeals upheld the jury verdict. In September 2019, Allianz appealed to the Oregon Supreme Court. In March 2021, the Oregon Supreme Court reversed the jury verdict, holding that it was an error to allow the jury to decide how the parties intended the fronting policies to operate, and also holding that the trial court improperly instructed the jury concerning one of the pollution exclusions at issue. In July 2021, the matter was remanded to the trial court for further proceedings consistent with the Oregon Supreme Court's decision. In June 2023, the trial court decided the parties' cross-motions for summary judgment, leaving open the pollution exclusion and allocation issues. The trial on the pollution exclusion issue took place in October 2024 where the jury issued a favorable verdict for the Company, finding that the pollution exclusion applied to the General policy over several years for which Allianz seeks contribution. The trial on allocation of defense and indemnity costs among the applicable insurance policies is to take place in early 2025. We have accrued an immaterial amount for the potential exposure associated with ultimate allocation to the relevant policies; however, any losses that may arise in connection with the fronting policies issued by defendant insurers ACE, Westport, and General are not reasonably estimable at this time.

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Pay vs Performance Disclosure - USD ($) $ in Millions	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Pay vs Performance Disclosure				
Net Income (Loss)	$ 95	$ 84	$ 312	$ 131

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

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Organization, Description of Business and Basis of Presentation (Policies)	9 Months Ended
	Sep. 30, 2024
Organization, Consolidation and Presentation of Financial Statements [Abstract]	
Basis of Presentation	***Basis of Presentation***

We prepared our Condensed Consolidated Financial Statements in accordance with U.S. generally accepted accounting principles ("GAAP") and on the same basis as the accounting policies described in our Annual Report on Form 10-K for the year ended December 31, 2023 (the "2023 Form 10-K"). The interim reporting requirements of Form 10-Q allow certain information and note disclosures normally included in annual consolidated financial statements to be condensed or omitted. These Condensed Consolidated Financial Statements should be read in conjunction with the 2023 Form 10-K.

The Condensed Consolidated Financial Statements are not audited but reflect all adjustments that are of a normal recurring nature and are necessary for a fair presentation of the financial condition, operating results and cash flows for the interim periods presented. Operating results for the three and nine months ended September 30, 2024 are not necessarily indicative of the results that may be expected for the year ending December 31, 2024.

The historical results of operations and financial positions of RXO, Inc., GXO Logistics, Inc. and our intermodal operation are presented as discontinued operations and, as such, have been excluded from both continuing operations and segment results for all periods presented.

Within the Condensed Consolidated Financial Statements and associated notes, certain amounts may not add due to the use of rounded numbers. Percentages presented are calculated from the underlying numbers in millions.

Trade Receivables Securitization and Factoring Programs

Trade Receivables Securitization and Factoring Programs

We sell certain of our trade accounts receivable on a non-recourse basis to third-party financial institutions under factoring agreements. We also sell trade accounts receivable under a securitization program for our European Transportation business. We use trade receivables securitization and factoring programs to help manage our cash flows and offset the impact of extended payment terms for some of our customers.

Fair Value Measurements

Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The levels of inputs used to measure fair value are:

- Level 1—Quoted prices for identical instruments in active markets;
- Level 2—Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs are observable in active markets; and
- Level 3—Valuations based on inputs that are unobservable, generally utilizing pricing models or other valuation techniques that reflect management's judgment and estimates.

We base our fair value estimates on market assumptions and available information. The carrying values of cash and cash equivalents, accounts receivable, accounts payable, accrued expenses and current maturities of long-term debt approximated their fair values as of September 30, 2024 and December 31, 2023 due to their short-term nature and/or being receivable or payable on demand. The Level 1 cash equivalents include money market funds valued using quoted prices in active markets and a cash deposit for the securitization program.

Accounting Pronouncements Issued but Not Yet Effective

Accounting Pronouncements Issued but Not Yet Effective

In December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures." The ASU modifies income tax disclosures by requiring (i) consistent categories and greater disaggregation of information in the rate reconciliations and (ii) the disclosure of income taxes paid disaggregated by jurisdiction, among other requirements. This ASU is effective for annual periods beginning in 2025, and should be applied on a prospective basis, with the option to apply retrospectively. Early adoption is permitted. We are currently evaluating the impact of the new standard, which is limited to financial statement disclosures.

In November 2023, the FASB issued ASU 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures." The amendments in the ASU increase reportable segment disclosure requirements primarily through enhanced disclosures about significant segment expenses. In addition, the amendments enhance interim disclosure requirements, clarify circumstances in which an entity can disclose multiple segment measures of profit and loss, and provide new segment disclosure requirements for entities with a single reportable segment, among other disclosure requirements. This ASU is effective on a retrospective basis for annual periods beginning in 2024, and for interim periods beginning January 1, 2025. Early adoption is permitted. We are currently evaluating the impact of the new standard, which is limited to financial statement disclosures

Segment Reporting

Segment Reporting

We are organized into two reportable segments: North American LTL, the largest component of our business, and European Transportation.

In our North American LTL segment, we provide shippers with geographic density and day-definite domestic and cross-border services to the U.S., as well as Mexico, Canada and the Caribbean. Our North American LTL segment also includes the results of our trailer manufacturing operations.

In our European Transportation segment, we serve an extensive base of customers within the consumer, trade and industrial markets. We offer dedicated truckload, LTL, truck brokerage, managed transportation, last mile, freight forwarding, warehousing and multimodal solutions, such as road-rail and road-short sea combinations.

Corporate includes corporate headquarters costs for executive officers and certain legal and financial functions, and other costs and credits not attributed to our reportable segments.

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Organization, Description of Business and Basis of Presentation (Tables)	9 Months Ended
	Sep. 30, 2024
Organization, Consolidation and Presentation of Financial Statements [Abstract]	
Schedule of Accounts Receivable Securitization and Factoring Programs	Information related to the trade receivables sold was as follows:

(In millions)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Securitization programs				
Receivables sold in period	$ 440	$ 452	$ 1,339	$ 1,362
Cash consideration	440	452	1,339	1,362
Factoring programs				
Receivables sold in period	20	23	61	81
Cash consideration	20	23	61	81

Schedule of Fair Value Hierarchy of Cash Equivalents

The fair value hierarchy of cash equivalents was as follows:

(In millions)	Carrying Value	Fair Value	Level 1
September 30, 2024	$ 336	$ 336	$ 336
December 31, 2023	369	369	369

The fair value of our debt and classification in the fair value hierarchy was as follows:

(In millions)	Fair Value	Level 1	Level 2
September 30, 2024	$ 3,616	$ 2,276	$ 1,340
December 31, 2023	3,583	2,235	1,348

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Segment Reporting (Tables)	9 Months Ended
	Sep. 30, 2024
Segment Reporting [Abstract]	
Schedule of Selected Financial Data for Each Reportable Segment	Selected financial data for our segments is as follows:

(in millions)	Three Months Ended September 30, 2024	Three Months Ended September 30, 2023	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2023
Revenue				
North American LTL	$ 1,251	$ 1,228	$ 3,743	$ 3,484
European Transportation	803	752	2,407	2,320
Total	$ 2,053	$ 1,980	$ 6,150	$ 5,804
Adjusted EBITDA				
North American LTL	$ 284	$ 241	$ 836	$ 631
European Transportation	44	44	131	127
Corporate	5	(7)	(3)	(26)
Total Adjusted EBITDA	333	278	964	732
Less:				
Debt extinguishment loss	—	—	—	23
Interest expense	56	41	170	126
Income tax provision	40	31	60	48
Depreciation and amortization expense	126	110	365	318
Transaction and integration costs [1]	13	8	39	47
Restructuring costs [2]	3	1	17	35
Other	—	1	—	1
Income from continuing operations	$ 95	$ 86	$ 312	$ 134
Depreciation and amortization expense				
North American LTL	$ 89	75	$ 257	$ 214
European Transportation	36	35	106	100
Corporate	1	—	3	4
Total	$ 126	$ 110	$ 365	$ 318

(1) Transaction and integration costs for the periods ended September 30, 2024 and September 30, 2023 are primarily comprised of stock-based compensation for certain employees related to strategic initiatives. Transaction and integration costs for the three months ended September 30, 2024 and 2023 include $1 million and $1 million, respectively, related to our European Transportation segment, and $12 million and $7 million, respectively, related to Corporate. Transaction and integration costs for the nine months ended September 30, 2024 and 2023 include $1 million and $0 million, respectively, related to our North American LTL segment, $2 million and $2 million, respectively, related to our European Transportation segment, and $36 million and $45 million, respectively, related to Corporate.

(2) Restructuring costs for the three months ended September 30, 2024 and 2023 include $2 million and $1 million, respectively, related to our European Transportation segment, and $1 million and $0 million, respectively, related to Corporate. Restructuring costs for the nine months ended September 30, 2024 and 2023 include $2 million and $10 million, respectively, related to our North American LTL segment, $13 million and $9 million, respectively, related to our European Transportation segment, and $2 million and $16 million, respectively, related to Corporate. See Note 4— Restructuring Charges for further information on our restructuring actions.

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Revenue Recognition (Tables)

9 Months Ended Sep. 30, 2024

Revenue from Contract with Customer [Abstract]

Summary of Disaggregation of Revenues

Our revenue disaggregated by geographic area based on sales office location was as follows:

(In millions)	Three Months Ended September 30, 2024 North American LTL	European Transportation	Total
Revenue			
United States	$ 1,224	$ —	$ 1,224
North America (excluding United States)	27	—	27
France	—	320	320
United Kingdom	—	269	269
Europe (excluding France and United Kingdom)	—	214	214
Total	$ 1,251	$ 803	$ 2,053

(In millions)	Three Months Ended September 30, 2023 North American LTL	European Transportation	Total
Revenue			
United States	$ 1,202	$ —	$ 1,202
North America (excluding United States)	26	—	26
France	—	309	309
United Kingdom	—	232	232
Europe (excluding France and United Kingdom)	—	211	211
Total	$ 1,228	$ 752	$ 1,980

(In millions)	Nine Months Ended September 30, 2024 North American LTL	European Transportation	Total
Revenue			
United States	$ 3,662	$ —	$ 3,662
North America (excluding United States)	81	—	81
France	—	984	984
United Kingdom	—	766	766
Europe (excluding France and United Kingdom)	—	657	657
Total	$ 3,743	$ 2,407	$ 6,150

(In millions)	Nine Months Ended September 30, 2023 North American LTL	European Transportation	Total
Revenue			
United States	$ 3,411	$ —	$ 3,411
North America (excluding United States)	73	—	73
France	—	980	980
United Kingdom	—	682	682
Europe (excluding France and United Kingdom)	—	658	658
Total	$ 3,484	$ 2,320	$ 5,804

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Restructuring Charges (Tables)

9 Months Ended Sep. 30, 2024

Restructuring and Related Activities [Abstract]

Schedule of Restructuring - Related Activity

Our restructuring-related activity was as follows:

(In millions)	Reserve Balance as of December 31, 2023	Nine Months Ended September 30, 2024 Charges Incurred	Payments	Foreign Exchange and Other	Reserve Balance as of September 30, 2024
Severance					
North American LTL	$ 2	$ —	$ (2)	$ 1	$ 1
European Transportation	1	12	(11)	—	2
Corporate	8	2	(7)	(1)	3
Total	$ 11	$ 14	$ (20)	$ —	$ 6

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Derivative Instruments (Tables)

9 Months Ended Sep. 30, 2024

Derivative Instruments and Hedging Activities Disclosure [Abstract]

Schedule of Derivative Instruments Measured at Fair Value in Consolidated Balance Sheet

The fair value of our derivative instruments and the related notional amounts were as follows:

(In millions)	September 30, 2024 Notional Amount	Derivative Assets Balance Sheet Caption	Derivative Assets Fair Value	Derivative Liabilities Balance Sheet Caption	Derivative Liabilities Fair Value
Derivatives designated as hedges					
Cross-currency swap agreements	$ 249	Other current assets	$ —	Other current liabilities	$ (17)
Cross-currency swap agreements	403	Other long-term assets	—	Other long-term liabilities	(22)
Interest rate swaps	550	Other current assets	—	Other current liabilities	(1)
Total			$ —		$ (39)

(In millions)	December 31, 2023 Notional Amount	Derivative Assets Balance Sheet Caption	Derivative Assets Fair Value	Derivative Liabilities Balance Sheet Caption	Derivative Liabilities Fair Value
Derivatives designated as hedges					
Cross-currency swap agreements	$ 652	Other current assets	$ —	Other current liabilities	$ (34)
Interest rate swaps	350	Other current assets	—	Other current liabilities	(2)
Interest rate swaps	200	Other long-term assets	—	Other long-term liabilities	—
Total			$ —		$ (36)

Schedule of Gains and Losses Recognized on Consolidated Statements of Operations for Derivate Instruments

The effect of derivative and nonderivative instruments designated as hedges on our Condensed Consolidated Statements of Income was as follows:

(In millions)	Amount of Gain (Loss) Recognized in Other Comprehensive Income (Loss) on Derivatives Three Months Ended September 30, 2024	Amount of Gain (Loss) Recognized in Other Comprehensive Income (Loss) on Derivatives Three Months Ended September 30, 2023	Amount of Gain Reclassified from AOCI into Net Income Three Months Ended September 30, 2024	Amount of Gain Reclassified from AOCI into Net Income Three Months Ended September 30, 2023	Amount of Gain Recognized in Income on Derivative (Amount Excluded from Effectiveness Testing) Three Months Ended September 30, 2024	Amount of Gain Recognized in Income on Derivative (Amount Excluded from Effectiveness Testing) Three Months Ended September 30, 2023
Derivatives designated as cash flow hedges						
Interest rate swaps	$ (1)	$ (1)	$ —	$ 1	$ —	$ —
Derivatives designated as net investment hedges						
Cross-currency swap agreements	(23)	20	—	—	2	2
Total	$ (24)	$ 19	$ —	$ 1	$ 2	$ 2

	Amount of Gain (Loss) Recognized in Other Comprehensive Income (Loss) on Derivatives		Amount of Gain Reclassified from AOCI into Net Income		Amount of Gain Recognized in Income on Derivative (Amount Excluded from Effectiveness Testing)	
	Nine Months Ended September 30,					
(In millions)	2024	2023	2024	2023	2024	2023
Derivatives designated as cash flow hedges						
Interest rate swaps	$ 1	$ 1	$ 1	$ 2	$ —	$ —
Derivatives designated as net investment hedges						
Cross-currency swap agreements	(5)	7	—	—	7	6
Total	$ (4)	$ 8	$ 1	$ 2	$ 7	$ 6

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Debt (Tables)

9 Months Ended
Sep. 30, 2024

Debt Disclosure [Abstract]

Schedule of Long-Term Debt

	September 30, 2024		December 31, 2023	
(In millions)	Principal Balance	Carrying Value	Principal Balance	Carrying Value
Term loan facility	$ 1,100	$ 1,089	$ 1,100	$ 1,087
6.25% senior secured notes due 2028	830	823	830	822
7.125% senior notes due 2031	450	445	450	445
7.125% senior notes due 2032	585	576	585	575
6.70% senior debentures due 2034	300	224	300	221
Finance leases, asset financing and other	254	254	254	254
Total debt	3,519	3,411	3,519	3,404
Short-term borrowings and current maturities of long-term debt	68	68	69	69
Long-term debt	$ 3,451	$ 3,343	$ 3,450	$ 3,335

Schedule of Fair Value of Debt

The fair value hierarchy of cash equivalents was as follows:

(In millions)	Carrying Value	Fair Value	Level 1
September 30, 2024	$ 336	$ 336	$ 336
December 31, 2023	369	369	369

The fair value of our debt and classification in the fair value hierarchy was as follows:

(In millions)	Fair Value	Level 1	Level 2
September 30, 2024	$ 3,616	$ 2,276	$ 1,340
December 31, 2023	3,583	2,235	1,348

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Earnings (Loss) per Share (Tables)

9 Months Ended
Sep. 30, 2024

Earnings Per Share [Abstract]

Schedule of Earnings Per Share, Basic and Diluted

The computations of basic and diluted earnings per share were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In millions, except per share data)	2024	2023	2024	2023
Net income from continuing operations	$ 95	$ 86	$ 312	$ 134
Net loss from discontinued operations	—	(2)	—	(3)
Net income	$ 95	$ 84	$ 312	$ 131
Basic weighted-average common shares	116	116	116	116
Dilutive effect of stock-based awards	4	3	4	2
Diluted weighted-average common shares	120	119	120	118
Basic earnings from continuing operations per share	$ 0.81	$ 0.74	$ 2.68	$ 1.16
Basic loss from discontinued operations per share	—	(0.01)	—	(0.02)
Basic earnings per share	$ 0.81	$ 0.73	$ 2.68	$ 1.14
Diluted earnings from continuing operations per share	$ 0.79	$ 0.72	$ 2.60	$ 1.14
Diluted loss from discontinued operations per share	—	(0.01)	—	(0.02)
Diluted earnings per share	$ 0.79	$ 0.71	$ 2.60	$ 1.12

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Organization, Description of Business and Basis of Presentation - Narrative (Details)

	1 Months Ended	3 Months Ended	9 Months Ended	
	Dec. 31, 2023 USD ($) service_center	Sep. 30, 2024 USD ($)	Sep. 30, 2024 USD ($)	Sep. 30, 2024 EUR (€)
Variable Interest Entity [Line Items]				
Restricted Cash, Noncurrent, Statement of Financial Position [Extensible Enumeration]	Other long-term assets	Other long-term assets	Other long-term assets	Other long-term assets
Restricted cash included in other long-term assets | $	$ 7,000,000	$ 7,000,000	$ 7,000,000	
XPO Collections Designated Activity Company Limited | Affiliated Entity | Trade Receivables Securitization Program Two				
Variable Interest Entity [Line Items]				
Maximum borrowing capacity		$ 223,000,000	$ 223,000,000	€ 200,000,000
Weighted average interest rate		5.37%	5.37%	5.37%
Level 1 | Fair Value, Recurring				
Variable Interest Entity [Line Items]				
Equity method investments | $		$ 3,000,000	$ 3,000,000	
Equity investment, realized gain (loss) | $		$ 9,000,000	$ 13,000,000	
Yellow Asset Acquisition				
Variable Interest Entity [Line Items]				
Number of assets acquired | service_center	28			
Yellow Asset Acquisition | Primarily Consisting of Land and Buildings				
Variable Interest Entity [Line Items]				
Number of assets acquired | service_center	26			
Yellow Asset Acquisition | Assumed Existing Leases				
Variable Interest Entity [Line Items]				
Number of assets acquired | service_center	2			

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Organization, Description of Business and Basis of Presentation - Schedule of Accounts Receivable Securitization and Factoring Programs (Details) - USD ($) $ in Millions

	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Securitization programs				
Receivables sold in period	$ 440	$ 452	$ 1,339	$ 1,362
Cash consideration	440	452	1,339	1,362
Factoring programs				
Receivables sold in period	20	23	61	81
Cash consideration	$ 20	$ 23	$ 61	$ 81

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Organization, Description of Business and Basis of Presentation - Schedule of Fair Value Hierarchy of Cash Equivalents

	Sep. 30, 2024	Dec. 31, 2023

(Details) - USD ($) $ in Millions		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Cash equivalents	$ 336	$ 369
Level 1		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Cash equivalents	336	369
Carrying Value		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Cash equivalents	$ 336	$ 369

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Segment Reporting - Narrative (Details)	9 Months Ended Sep. 30, 2024 segment
Segment Reporting [Abstract]	
Number of reportable segments	2

XML 46 R32.htm IDEA: XBRL DOCUMENT

Segment Reporting - Schedule of Selected Financial Data for Each Reportable Segment (Details) - USD ($) $ in Millions	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Segment Reporting Information [Line Items]				
Total	$ 2,053	$ 1,980	$ 6,150	$ 5,804
Total Adjusted EBITDA	333	278	964	732
Debt extinguishment loss	0	0	0	23
Interest expense	56	41	170	126
Income tax provision	40	31	60	48
Depreciation and amortization expense	126	110	365	318
Transaction and integration costs	13	8	39	47
Restructuring costs	3	1	17	35
Other	0	1	0	1
Income from continuing operations	95	86	312	134
Operating Segments | North American LTL				
Segment Reporting Information [Line Items]				
Total	1,251	1,228	3,743	3,484
Total Adjusted EBITDA	284	241	836	631
Depreciation and amortization expense	89	75	257	214
Transaction and integration costs			1	0
Restructuring costs			2	10
Operating Segments | European Transportation				
Segment Reporting Information [Line Items]				
Total	803	752	2,407	2,320
Total Adjusted EBITDA	44	44	131	127
Depreciation and amortization expense	36	35	106	100
Transaction and integration costs	1	1	2	2
Restructuring costs	2	1	13	9
Corporate				
Segment Reporting Information [Line Items]				
Total Adjusted EBITDA	5	(7)	(3)	(26)
Depreciation and amortization expense	1	0	3	4
Transaction and integration costs	12	7	36	45
Restructuring costs	$ 1	$ 0	$ 2	$ 16

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Revenue Recognition (Details) - USD ($) $ in Millions	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Disaggregation of Revenue [Line Items]				
Revenue	$ 2,053	$ 1,980	$ 6,150	$ 5,804
United States				
Disaggregation of Revenue [Line Items]				
Revenue	1,224	1,202	3,662	3,411
North America (excluding United States)				
Disaggregation of Revenue [Line Items]				
Revenue	27	26	81	73
France				
Disaggregation of Revenue [Line Items]				
Revenue	320	309	984	980
United Kingdom				
Disaggregation of Revenue [Line Items]				
Revenue	269	232	766	682
Europe (excluding France and United Kingdom)				
Disaggregation of Revenue [Line Items]				
Revenue	214	211	657	658
North American LTL | Operating Segments				
Disaggregation of Revenue [Line Items]				
Revenue	1,251	1,228	3,743	3,484
North American LTL | Operating Segments | United States				
Disaggregation of Revenue [Line Items]				
Revenue	1,224	1,202	3,662	3,411
North American LTL | Operating Segments | North America (excluding United States)				
Disaggregation of Revenue [Line Items]				
Revenue	27	26	81	73
North American LTL | Operating Segments | France				
Disaggregation of Revenue [Line Items]				
Revenue	0	0	0	0
North American LTL | Operating Segments | United Kingdom				
Disaggregation of Revenue [Line Items]				
Revenue	0	0	0	0
North American LTL | Operating Segments | Europe (excluding France and United Kingdom)				
Disaggregation of Revenue [Line Items]				
Revenue	0	0	0	0
European Transportation | Operating Segments				
Disaggregation of Revenue [Line Items]				
Revenue	803	752	2,407	2,320
European Transportation | Operating Segments | United States				
Disaggregation of Revenue [Line Items]				

Revenue	0	0	0	0
European Transportation | Operating Segments | North America (excluding United States)				
Disaggregation of Revenue [Line Items]				
Revenue	0	0	0	0
European Transportation | Operating Segments | France				
Disaggregation of Revenue [Line Items]				
Revenue	320	309	984	980
European Transportation | Operating Segments | United Kingdom				
Disaggregation of Revenue [Line Items]				
Revenue	269	232	766	682
European Transportation | Operating Segments | Europe (excluding France and United Kingdom)				
Disaggregation of Revenue [Line Items]				
Revenue	$ 214	$ 211	$ 657	$ 658

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Restructuring Charges - Schedule of Restructuring (Details) $ in Millions	**9 Months Ended Sep. 30, 2024 USD ($)**
Restructuring Reserve [Roll Forward]	
Reserve, beginning balance	$ 11
Charges Incurred	14
Payments	(20)
Foreign Exchange and Other	0
Reserve, ending balance	6
Operating Segments | North American LTL | Severance	
Restructuring Reserve [Roll Forward]	
Reserve, beginning balance	2
Charges Incurred	0
Payments	(2)
Foreign Exchange and Other	1
Reserve, ending balance	1
Operating Segments | European Transportation | Severance	
Restructuring Reserve [Roll Forward]	
Reserve, beginning balance	1
Charges Incurred	12
Payments	(11)
Foreign Exchange and Other	0
Reserve, ending balance	2
Corporate | Severance	
Restructuring Reserve [Roll Forward]	
Reserve, beginning balance	8
Charges Incurred	2
Payments	(7)
Foreign Exchange and Other	(1)
Reserve, ending balance	$ 3

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Restructuring Charges - Narrative (Details) - Operating Segments $ in Millions	**9 Months Ended Sep. 30, 2024 USD ($)**
North American LTL	
Restructuring Cost and Reserve [Line Items]	
Impairment charges	$ 2
European Transportation	
Restructuring Cost and Reserve [Line Items]	
Impairment charges	$ 1

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Derivative Instruments - Schedule of Derivative Instruments Measured at Fair Value in Consolidated Balance Sheet (Details) - Level 2 - USD ($) $ in Millions	**Sep. 30, 2024**	**Dec. 31, 2023**
Derivatives, Fair Value [Line Items]		
Derivative Assets	$ 0	$ 0
Derivative Liabilities	(39)	(36)
Derivatives designated as hedges | Cross-currency swap agreements | Other Current Assets and Other Current Liabilities		
Derivatives, Fair Value [Line Items]		
Notional Amount	249	652
Derivatives designated as hedges | Cross-currency swap agreements | Other current assets		
Derivatives, Fair Value [Line Items]		
Derivative Assets	0	0
Derivatives designated as hedges | Cross-currency swap agreements | Other current liabilities		
Derivatives, Fair Value [Line Items]		
Derivative Liabilities	(17)	(34)
Derivatives designated as hedges | Cross-currency swap agreements | Other Long Term Assets and Other Long Term Liabilities		
Derivatives, Fair Value [Line Items]		
Notional Amount	403	
Derivatives designated as hedges | Cross-currency swap agreements | Other long-term assets		
Derivatives, Fair Value [Line Items]		
Derivative Assets	0	
Derivatives designated as hedges | Cross-currency swap agreements | Other long-term liabilities		
Derivatives, Fair Value [Line Items]		
Derivative Liabilities	(22)	
Derivatives designated as hedges | Interest rate swaps | Other Current Assets and Other Current Liabilities		
Derivatives, Fair Value [Line Items]		
Notional Amount	550	350
Derivatives designated as hedges | Interest rate swaps | Other current assets		
Derivatives, Fair Value [Line Items]		
Derivative Assets	0	0
Derivatives designated as hedges | Interest rate swaps | Other current liabilities		
Derivatives, Fair Value [Line Items]		
Derivative Liabilities	$ (1)	(2)

Derivatives designated as hedges | Interest rate swaps | Other Long Term Assets and Other Long Term Liabilities	
Derivatives, Fair Value [Line Items]	
Notional Amount	200
Derivatives designated as hedges | Interest rate swaps | Other long-term assets	
Derivatives, Fair Value [Line Items]	
Derivative Assets	0
Derivatives designated as hedges | Interest rate swaps | Other long-term liabilities	
Derivatives, Fair Value [Line Items]	
Derivative Liabilities	$ 0

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Derivative Instruments - Schedule of Gains and Losses Recognized on Consolidated Statements of Operations for Derivate Instruments (Details) - USD ($) $ in Millions	**3 Months Ended**		**9 Months Ended**	
	Sep. 30, 2024	**Sep. 30, 2023**	**Sep. 30, 2024**	**Sep. 30, 2023**
Derivative Instruments, Gain (Loss) [Line Items]				
Amount of Gain (Loss) Recognized in Other Comprehensive Income (Loss) on Derivatives	$ (24)	$ 19	$ (4)	$ 8
Amount of Gain Reclassified from AOCI into Net Income	0	1	1	2
Amount of Gain Recognized in Income on Derivative (Amount Excluded from Effectiveness Testing)	2	2	7	6
Derivatives designated as hedges | Interest rate swaps				
Derivative Instruments, Gain (Loss) [Line Items]				
Amount of Gain (Loss) Recognized in Other Comprehensive Income (Loss) on Derivatives	(1)	(1)	1	1
Amount of Gain Reclassified from AOCI into Net Income	0	1	1	2
Amount of Gain Recognized in Income on Derivative (Amount Excluded from Effectiveness Testing)	0	0	0	0
Derivatives designated as hedges | Cross-currency swap agreements				
Derivative Instruments, Gain (Loss) [Line Items]				
Amount of Gain (Loss) Recognized in Other Comprehensive Income (Loss) on Derivatives	(23)	20	(5)	7
Amount of Gain Reclassified from AOCI into Net Income	0	0	0	0
Amount of Gain Recognized in Income on Derivative (Amount Excluded from Effectiveness Testing)	$ 2	$ 2	$ 7	$ 6

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Debt - Schedule of Long-Term Debt (Details) - USD ($) $ in Millions	**Sep. 30, 2024**	**Dec. 31, 2023**
Debt Instrument [Line Items]		
Total debt, principal balance	$ 3,519	$ 3,519
Short-term borrowings and current maturities of long-term debt, principal balance	68	69
Long-term debt, principal balance	3,451	3,450
Long-term debt, carrying value	3,343	3,335
Carrying Value		
Debt Instrument [Line Items]		
Long-term debt, carrying value	3,343	3,335
Total debt, carrying value	3,411	3,404
Short-term borrowings and current maturities of long-term debt, carrying value	68	69
New Term Loan Facility		
Debt Instrument [Line Items]		
Long-term debt, principal balance	1,100	1,100
New Term Loan Facility | Carrying Value		
Debt Instrument [Line Items]		
Long-term debt, carrying value	$ 1,089	1,087
6.25% senior secured notes due 2028		
Debt Instrument [Line Items]		
Interest rate, stated percentage	6.25%	
Long-term debt, principal balance	$ 830	830
6.25% senior secured notes due 2028 | Carrying Value		
Debt Instrument [Line Items]		
Long-term debt, carrying value	$ 823	822
7.125% senior notes due 2031		
Debt Instrument [Line Items]		
Interest rate, stated percentage	7.125%	
Long-term debt, principal balance	$ 450	450
7.125% senior notes due 2031 | Carrying Value		
Debt Instrument [Line Items]		
Long-term debt, carrying value	$ 445	445
7.125% senior notes due 2032		
Debt Instrument [Line Items]		
Interest rate, stated percentage	7.125%	
Long-term debt, principal balance	$ 585	585
7.125% senior notes due 2032 | Carrying Value		
Debt Instrument [Line Items]		
Long-term debt, carrying value	$ 576	575
6.70% senior debentures due 2034		
Debt Instrument [Line Items]		
Interest rate, stated percentage	6.70%	
Long-term debt, principal balance	$ 300	300
6.70% senior debentures due 2034 | Carrying Value		
Debt Instrument [Line Items]		
Long-term debt, carrying value	224	221
Finance leases, asset financing and other		
Debt Instrument [Line Items]		
Finance leases, asset financing and other	254	254
Finance leases, asset financing and other | Carrying Value		
Debt Instrument [Line Items]		
Finance leases, asset financing and other	$ 254	$ 254

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Debt - Schedule of Fair Value of Debt (Details) - USD ($) $ in Millions	**Sep. 30, 2024**	**Dec. 31, 2023**
Debt Instrument [Line Items]		
Fair value of debt	$ 3,616	$ 3,583
Level 1		
Debt Instrument [Line Items]		
Fair value of debt	2,276	2,235

Level 2

Debt Instrument [Line Items]		
Fair value of debt	$ 1,340	$ 1,348

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Debt - ABL Facility (Narrative) (Details) - Revolving Credit Facility - ABL facility	Sep. 30, 2024 USD ($)
Debt Instrument [Line Items]	
Line of credit facility, borrowing base	$ 557,000,000
Remaining borrowing availability	556,000,000
Outstanding letters of credit	$ 1,000,000

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Debt - Letters of Credit Facility (Details) - Uncommitted Secured Letter of Credit Facility	Sep. 30, 2024 USD ($)
Debt Instrument [Line Items]	
Face amount	$ 137,000,000
Maximum borrowing capacity	$ 200,000,000

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Debt - Term Loan Facility (Details) - USD ($)	3 Months Ended				9 Months Ended			
	Sep. 30, 2024	Dec. 31, 2023	Sep. 30, 2023	Jun. 30, 2023	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2016	Dec. 31, 2015
Debt Instrument [Line Items]								
Debt extinguishment loss	$ 0		$ 0		$ 0	$ 23,000,000		
Term Loan Facility | Term Loan Credit Agreement								
Debt Instrument [Line Items]								
Maximum borrowing capacity				$ 700,000,000			$ 2,000,000,000	$ 1,600,000,000
Annual effective interest rate	7.20%			99.50%	7.20%			
New Term Loan Facility | Term Loan Credit Agreement								
Debt Instrument [Line Items]								
Debt instrument, redemption amount				$ 2,000,000,000				
Debt extinguishment loss				$ 23,000,000				
Proceeds from secured debt		$ 400,000,000						
New Term Loan | Term Loan Credit Agreement								
Debt Instrument [Line Items]								
Annual effective interest rate	7.20%				7.20%			

XML 57 R43.htm IDEA: XBRL DOCUMENT

Debt - Senior Notes (Details) - USD ($)	Sep. 30, 2024	Jun. 30, 2023
6.25% senior secured notes due 2028		
Debt Instrument [Line Items]		
Interest rate, stated percentage	6.25%	
6.25% senior secured notes due 2028 | Senior Notes		
Debt Instrument [Line Items]		
Face amount		$ 830,000,000
Interest rate, stated percentage		6.25%
7.125% senior notes due 2031		
Debt Instrument [Line Items]		
Interest rate, stated percentage	7.125%	
7.125% senior notes due 2031 | Senior Notes		
Debt Instrument [Line Items]		
Face amount		$ 450,000,000
Interest rate, stated percentage		7.125%

XML 58 R44.htm IDEA: XBRL DOCUMENT

Income Taxes (Details) - USD ($) $ in Millions	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Jun. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Effective Income Tax Rate Reconciliation [Line Items]					
Income tax benefit	$ (40)		$ (31)	$ (60)	$ (48)
Foreign Tax Jurisdiction					
Effective Income Tax Rate Reconciliation [Line Items]					
Income tax benefit		$ 41		$ 40	

XML 59 R45.htm IDEA: XBRL DOCUMENT

Earnings (Loss) per Share (Details) - USD ($) $ / shares in Units, shares in Millions, $ in Millions	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Earnings Per Share [Abstract]				
Net income from continuing operations	$ 95	$ 86	$ 312	$ 134
Net loss from discontinued operations	0	(2)	0	(3)
Net income, basic	$ 95	$ 84	$ 312	$ 131
Basic weighted-average common shares (in shares)	116	116	116	116
Dilutive effect of stock-based awards (in shares)	4	3	4	2
Diluted weighted-average common shares (in shares)	120	119	120	118
Basic earnings from continuing operations per share (in dollars per share)	$ 0.81	$ 0.74	$ 2.68	$ 1.16
Basic loss from discontinued operations per share (in dollars per share)	0	(0.01)	0	(0.02)
Basic earnings per share (in dollars per share)	0.81	0.73	2.68	1.14
Diluted earnings from continuing operations per share (in dollars per share)	0.79	0.72	2.60	1.14
Diluted loss from discontinued operations per share (in dollars per share)	0	(0.01)	0	(0.02)
Diluted earnings per share (in dollars per share)	$ 0.79	$ 0.71	$ 2.60	$ 1.12

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Commitment and Contingencies (Details)	1 Months Ended
	Apr. 30, 2012 claimant
Insurance Contribution Litigation	
Loss Contingencies [Line Items]	
Number of insurance companies	18

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M0X=Y>U^89Y7&4#04;6RL)"Q&MV"XU_$L%.!D8"V@!X.O40+R4E5@,5O& RN0 MHGQ,C$7H<.>77%_CT9+CVZ9EM6ZO*7<9;2)2.<)IF!-GJ\K>9;'!51W/55OR
ML+YJ/;053L_^6:W(GPP13A8+$DACE!>F2J+S&5.^YRM)Q%4XOT4SMA*7&+SC MYL=Q3E.X$G:V#P(RN;LYJ7IE,6>F\M\M# DL6XA9$N)-7>W5YYNTB42%(JP# 4A
M%W+[C[^^3:G>,U_HL@+6V$5#)DU1?*0XG!/3-$0]A4)?.NVB8+A=OB5,V[&KXF M8$0#>FZ=+2? VU[4/;07/4;SHYG@'K.' MYA,L0Z1^P7V*BH 1JV*^NJ]/^26<.[1(\8$@F_S6VZ3\VW> ,?
-2K6J5D*Q$_M2P=\'Y(&8XQ;]#1?CQ1BK::QK<;:,0QY@%CS#*%F.-^'19H:,]6+K#F-"F]! MU4#E/]O4#6CV#30,9FV-J/D3@H\W/[O#;#"Q([A[8N_ 5!+ P04 M" "R@%Y9[]=K7M2VO+$/R
M[WMD@YU-Y0-EUE_ -CXO>G1T>24--U)]SE9":/(41TEVV5EIG;YQG,Q?B9AG MIS(5"?RRD"KF&F[5TLE2)7A0!,61PUQWX,0\3#JC8?%LJD9#F>LH3,14D2R/ M8ZZ>KT0D-Y<=VMD]> B7*VT>.*-
ARI=B)O1OZ53(5.I!&$LDBR4"5%B<=D9 MTS<3CYF XHW?0[')'EP3@S*7\K.YN0TN.ZXID8BKXTAZ^UF(@H,DI0CB]; MT4[UGR;PY?5._:: !Y@YS\1$1G^$@5Y==LX[)! +GD?
Z06Y^$5N@OM'S9905 MGV13OMOK=8B?9UK&VV H01PFY3=_VE;$RP#:$,"V >Q5 &WZ!V\;X!6@9#7$.+T:"+70I$I9(QT2;;B2F1#
M1X.P^=GQMR)7I0AK$+D@[V6B5QFY3@(1?!WO0(&J4K%=J:X8*C@3Z2GQW!/" M7-:SE&>"A]_[^I2POBWJ^)X525YA9Z'5M+?XWFF%;2[?VPU5"KT[JF,[[) M4NZ+RP[TMDRHM>B,?
OB.#MR?;7C?2.PKV%X%V\/41V^EGT,_U>3Q.14V4CR< MNMV/-B0TZDBD?H74/PSI8\Z5%BIZ)@\BE4K;\' IK7);I4S0]"/Q!A7>X#"\ MJ5"A#$PO)# 86).'%U7]KK'CH?%* YVBAKA,=ZF=R$T:"?,CCN5
V,%S#=6G78_2,V>#0T"/A+BJXBT/@ M'L0R-,,HI/$#CZUM%-?Y"4C=>BYU#T&$PDD%S9*;%GI" M9AKZ(I&*3&2>:/4,WX&5>X_ZVVL:,1YT+/(+^T /07[D3^0V@+X9+D*_X$8: M\!Y)U^NZO;
[KL8&5%PT^EI?5O.P0WG$0@'IVLKL@=_ >N4_L>+4E\#'DG$, M8[?$W+'K2(37.18[MH!4=1S_(=[8NZ@33_*36)EQN?>*2&23>BO3JRL;?@? M6AL@BEN8UZQ5!YXJN0X3WYYD7'/R:
5MPQ71VA91W,R\!IW*3/.(_!6FS6,4 MKN@.SCUJ)6W#(-':(5'&':&V(*.YB[J0/^9JN M9((9ACTB%V>#[N"B;T];&W:(UGZ(XF;F,=1@A>2"4/;C_" <4'!-)87U7K'ZME="&;:*U;Z*XX0&W&X3)
MDLR>X[F,K.Q['9,5]PVSQ&JSQ' [LTLFN7[R5SQ9BD8_N$?HPZ>9U1GA82,)KE29LU2+E2*/,)TDEMW6?8H?K+NS4SPJ&,Y:T?$#G)$MPDLK,M- M.;/XY#MP*R>NV,39A@-BM0-
B!SD@LS@#*P^.8"F5=23:HW/%;3UL>\+$ *9 MH)2T$K?A@UCM@QCN668QCR)RE6?P/#.;>[IA[-VCT[C6QN..Y:OM#]MC?\!S M+TV/? >A>@76($YY8B?$E9H)V[ ]K+8]#'O#5_#:E_#<%M2;>?
=A)FQL9$ MN+(;>&B?&W&QQH."-DR.5YL<;\^>S2O&[0YM(^4>N8^>];2@#:/CU4;'.\SH M *8"Q-LD$$_D5V$=:/9(N>#%Z6#@NG;.-HR.5QL=#[^7]!G1>G@V;&*PY-
,^*;WEY8V6:7'6.)=:R[BX7 D>"&5>@-\74NK=C?F#ZKAZ]"]0 M2P,$% @ LH!>60WNLV(KB3'; M\BRE+_OU1]FIG5BRT@&]+ZWMD-1#B>1#V!>/HOXF-YPK]%3DI;R:,)2J/DRG M,MGP@LES4?
$2?EF)NF *;NOU5%8U9VFC5.13XGGAM&!9.9E?-L_NZOFEV*H\ M* E=C>2V*%C]_)'GXO%]@B)YK2X#C^\[HI%M3*^Y?OUC_O7$>G%DRB6]$_F^6JLW59#9!*5^Q;:[NQ>.? M?.=0 S
1N6S^HL>=K#=!R58J4>R4 4&1E>U_JK3;B#T%[(\HD)T">:T"W2G0 MQM$66>/6+5-L?EF+1U1K:,"F+YJ]:;3!FZS4Q[A0-?R:@9Z:WX@RA4/A*8(K M*?(L90IN/K* M*L2D!#=M[K3ZOEU?
Y]@'6;&$7TT@B22O'_AD_OX=#KT+FW-O9.S 5=JY2EW6 MYS=,;A K4Y3H"_Y]FSVP"RW>MV:"AM3NA \S&DTNYP^[#MCROB8=#('&/T. MH^_$>)TD8@N0H#XD'/ MG("TKWI2# M_-
GF3;MHL(<4>Z$_<,<4BB-J=R?HW F<[ORE-KR&)#X68X&Q--G;R1:>1<:; MV>&%';S0"}OH5C^"GBAN7UA,-P^BU 0C^Q?U &,G-GY693K,\7KP@$N>LO\ M?"-C!\[..F=GSM.XJX&::_7 -
$%IDQK("> STC>DZ(?PB1/@+#6=G-L\0Y#@>P;%)^/ 9LCZJQ$]@G M8&J5K3)=%^'X%2O7F;YL][/%3^.7XHC&88)*T2ML^A0#),=H(,0F.&AMZ:0 M3T:8 /?,C)ULN"N>^2M*P,[006T,C2,QA7
^;%;NKM&IV*/>MLMCIL4JKO!\,S,84".G8D/>]B))-I M>/46B@5_JO1L8#^/R%AYYAGP3*%HC$%PSY38396+#=2P-N&6H@9UH!/9]K:[M6(+Q;ELWH:0+8I^?*5\]JS,FU87#?M4^L:AV*3H2)4A
M/6D2-VG>\A6'T$F18D_=5B]&(2(XV&79)-B$8C('OR).X1\[>BRL4SYVC) M2[[*H/];YMFZZ>[L 63.D;-AH;/(Q&,UHV<\XF:_K! LLX1D^%"/*QS%J%@& M-
M)ODYX&B9L&ARWH,:0FV5'/"%93B,S&8K5G1.)FQ&$?>@RI265^A(?-J$TJ MI",],^DIC\3.8K=0(OFV$7G*: G^W8S@Z**9=T=RR\F?/UWQWLC:X1NXGCBI MFSAO1%&($DF] Z?HQ#OW/
PM8(T>6+[E%XAZ'I(;!DLCME70&F0_>'J!, Y? M'F=2ZL9,]SIBJR2,@*G.)-;T.0M>*5XL>=U"?GG-VDC?\F3_IJTKU.,3(#69 M>3B$.T4.=ZKG;NKF[NLTS701@ZBN6):>P12;L"J#*+>"M-
R]0V<%BDR-I73 MGKRI>U"]YXK!(^B665WJ3M2*T!P__7@XHUJ$\%AMH'OO=TT>[TW_8NVZ8;^D'-M4ONO M!@[!]:1+W:2[][9]C>W>V8V #8Q7Y9;QVB9ECM?3O4\]^CO;%U:OLU("EZY
MS3N/P$K=?KIJ;Y2HFJ_2Z&4*)K+#6=0?+4 _+X20KW6?ZK7CI P J0D !@ !X;"JW;W)K-A6,'VVF! M7[]KIT1M24N1UH?&3NXY/N=>?PU74CWJ#,"0YYP+/?(R8XI+W]=)!CG5%[(
M@5_F4N748%4[5RS5P MN1IY+>_MQ3U;9,:^\.-A01!?P MB\%*;[2)=3*3\M%V;M.1%UA!P"$QEH'B8PECX-P2H8RG-:=7#VF!F^TW]A_.
M.WJ940UCR7^SU&0CK^^1%.:TY.9>KG["VD_\B62: _=/5E5I#X.34AN9K&H M(&>B>M+G=1XV *WV'D"X!H3' J(U(}&*V7.U@TU-!XJN2+*1B.;;;C<.#2Z M8<)6<6H4?F6(, _%8BA1K
BG!EI:F$*A F \,2RL_(M-_(PO2&G)V?DA#!![ACG6!,]] U*LL1^LA[^NAH^W#/\%(H+$@7G) S"=@-\ M?!A^ PG"6PX>;<-]3$2=C;#.1NCXHGUR#+K'.6J(G),?3& .&.5D(C5SD^[/
MU4P;A5/O;Y5/BKO=S&V7XZ4N: (C#]>;!K4$+_[ZI=4-OC<9_T]D6VF(ZC1$ MA]CCJR21I<"Z*TB +>F,PSFA'%>\G12-9:X(NX[0[AS+N-T=^LM-1PTAG3ID M2V>
[UMD^]'.B<#=3YH50D1)X*EEA:X=2DZ3,2^YF<@J8(*RBK5^3\&J$SH:J MUF#0VI'>$-3O1,WB.[7XSD'QM[CN#)LSFUU<1(:*!;--JC4NN6T3-)?*L->]
M)CKO4SL8['AHB.F$S1:ZM87N00MCF>>X*G"32A[/24$565)> CG%/2&5G%.E M"1:(Z RWC[,FX15 ;T-4"=1$UJ:3*KVBCFW)]JW MC8.ZH63&C"88[8X*"')*JZ&%0=(PMW MMLZDP9/:-3.\2X&R ?
A]+J5YZ]CCNKZ=Q?\ 4$L#!!0 (+* 7EEA6[S* MP < %(I 8 >&PO=V]R:W-H965T&ULM5IM;]LV$/XK MA#<,+=#$(NG7+#'06-I68-V*9B\?AGU@;#H6IA=7I))VOWZDI$@V[T0[F]A7Q
MB36H$+_%\DGM?2:6RGV>_V6_O%O?# ([(YG(E;8NA/GS*)(W/+O [OY.Z2\. -80$;(?-9GF[.,3K_;?3H7X]^$ S>E@FO_/$> M?TT%M&5!_GA[KW1AEOF?
6*IK9R/U]5VHG5O)F8)];DL6C"'R^^8I.@F^Q M.)_367A.9]&9G!UD9-1F9.3SOO@H'V562BSZM>&D,K0;Q>."!6-3!8_[484@ M.I\%AZ 0@B9T[(B"!K/@E$+.F W;MF-
O>SN1'**6)JV\F2V*T5$MB8RW27Y M%RG)0.B/R\LYM1G6]5[G:)Q&0,+,11,AL^=%"XA9A1,'.800QEU MF6,@QG'FLY;YS,0\YY:S%I\;PDF\JMACA&>PU)QJ7$((:'3MT(63BUC2$C,8X
MU7E+=>ZE^BY3I2GEE:Q(KA(1IRC%.HU27)E*]B(8"426>FG76%+7'^IV]BG,M[9/1352 &8FKN@$8B3 MPQ"!7+@QP#]K8ONB4GJC4$HS4ZWBD5]#V#(BM3TK_CO^D*SNE'>%$G)Q&6.
M@*B[92$@/@'D$1#MZ664=>R9E_TOMF&+54L^SK1*&KNJUSA&U;C\["ONL0A M9N;2AA!W:40(9C3M(=T)0^I5.4:'&!U8KG19V&;63Y/#^;DL(004-@*9NBR1
MD7HZ&.W$%O6KK:Y=QY421BF.D,F!&D9 >Y*AH0E!8^HV:@3$:5\7ZW07]0NO MG_56%CZ24/-PJ%]BA?>FV9DTUG&:EO=S]BN MC?*%L@-1U/\::O?TS=S.,8&;N'02"X=1-, *BO$=ML4YM,;_:
M^M'TK)KU.E8-<7/?V/%^0S*IK0"M[C'0*$ AY*8>@5PP-PA'W428FY[^QCK% MQ?R*ZR=#KW^O8E#OP!0CTLK=JA ,DF),Q]$>@IVZ8O[G;AU!\LIN4:]1GF=] MW'96;^%9O47G\G:8C4X%,K*7)
[<7* V@Y4';,"Y8!H/5!XB*7N;2R<$F5\(MAGA+0=E"E0::""+D0!,YZB;"W/0UD4X.,K\4WP]1T MRI7YE>NM4/&*R.<$=9GQ:-E7<4;6>9*(8L\ WQCJP6?[*^IR1H/]?^Y31-1F
M"JH9HMCE9.:6,T312]HC]UDG;)E?V-9!L[7L!JQ'!TD9%"@@EY60^;[32BX M= ,9'O<4]7CJ4?Z\$\3<+XA[J^KT.#0CS%]2.JC-U'G,$R(HI'00E"F=GEV- M=Y*9'WE &2>E?;_]?
ZVX9G@G!.Z;"1SE[H<(R@3*C1,$>>+4"6ON%];/B/L??'I*Z061X%BW!?6"HD L(JI%P@R M]=(7C$X9\Y%78OQ>'5?.0(=#0-1]FWF*IPCUY#Y5&^Z=$4ME\5 =SE.& M8YGI^AQ0>[4]
/BV.O;F7+^E5TN*7 _I550?[^O5A^W4JQE80'F]TV>Z^"\;5V,NU7M_[ODIR4F!U M*]:$PTPF9($U=.7*5VM)<&]=*N9'0=#W"TRY-QG9L687KUDL;Q ML+U' \UR!RY+K,A4L"\TU?
G8&W@H)1G>,/U9['XG%9^>P4L$4_87[2K;P$/) M1FE15,X004%Y^<6OE0X'#H#C=H@JAZCIT#WA$%<.\5M7Z%8.W;>NT*L<+'6_ MY&Z%FV&-)R,I=D@::T S#:N^]0:]*#=ULM 29BGXZ\?
=!CEJ3:*_)8W06<$'6MR@. MKE$41%U'/-.WN\=:.;??!>K7%"QAX *R*WQ)N\?Q?V@X\NX2\)-KLDV/Q"8$9MFS .:YLC M:KV:6N]LP?VI]=LOPN"3:{)-C\0F!' M.>K7.>]?+3\XL.$YYG!:24EX\@/!9L
5P_8BL(*KBB-5B&097!5,KS.X1IVK M'DQW0H1YBCH]5R++&'J'!1@TRKAM(PNCCSU8I;>B2]JY%N*ELV^*F*6S;I&$Q;UM$;ET' MM:Z#L[K^Y^;@(CMH1S%LL&V;W$2-O6[F@&GR;9L,W'R'-
=_&6;Y3!U,7Q6%[M'XX:^_FT;=-O4FR;Q''L(0_C4*,9+!4<'L'V9#ETZ!L+&V=^.E MT'#3MLT<7EM$&@.8SX30^XY9H'Z_3?X%4$L#!!0 (+* 7EF\M@Z3! , M "X) 8 >&PO=V]R:W-
H965T&ULK591;]HP$/XK5E9- MK=0V(8&N8Q"I!:;UH1(JZO8P[<$D!['JV)EMH-VOW]D)*91 JZTOQ';N^^[N M\W&7WDJJ!YT!&/*84_5T#5RN^E[+6Q_ZH8^V=P7<&*[VQ)C:3J90/=G.3]KW
M!@0<$F,9*#Z6, #.+1&&\;OB]&J7%KBY7K-_=;EC+E.J82#Y#Y::K.]=>B2% M&5UP47!%EK9'-+ISZ#HUZ,6'K M9&(4OF6(,_% BA1O'5*"*RTY2ZG!S<3@ \O!:")G^"K'(LQL=2R!W(A$YD".
MQU2A00:&)92?D#-R/QF2XZ,3,-:7S M?]Y' ^Q]2XRH+IC(\4^[-:5L;#9AE?]OSEIO"[%F>=;9/AKDEK MVV*T: ',L95XITZ\X&CDK, V, 7EF\M@Z3! , M "X) 8 >&PO=V]R:W-
,X5C7*YODM5B=,A+J9. ,,0!R M4',W>35)Y$*8\]]=G];#_6 ?U)U+\%U!+ P04 M " "R@%Y9ID)7B+P' !@)@ & 'AL+W=OUO!FLE-J\&HUDL:)K
M(E_R#:WU+TLNUD3I6_$PDAM!26D'K:L1RK+):$U8/9A?VV=W8G[-MZIB-;T3 M0&[7:R*>WM"*[V\&D_5Y\V=T'>C3DO)UK26C-= MT.7-X#5\=9M/S0 K\2>C>WEP#8PI"\Z_F)OWY_T=:@
ML=%7\$K:OV#?RF8#4&REXNMVL$:P9G7SGSRVCC@8H/6$!Z!V .H/R",#<#L M6T,;9-:LMT21^;7@>R",M-9F+JQO[&AM#:M-&.^5T+\R/4[-;WE=ZJ#0$N@K MR2M6$J5O[I7^IZ.E).!+
<$OD"KS3$9=@"#[?OP4 ?O\3^!ZP&GQ@5:6C(:[' M2H,Q*D=%^^(WS8M1Y,4S\('7:B7!+QI >3Q^I(WH+$'/EKQ!287W=/,2X.P% M0!G* WANOWXX3L#!G6.QU8=CCC4^6UJ?+05? [WP!%&L?
FAF+E.,6M\6V@NL MWIH?6I&(.YO7Y>'7F=7^2FY(06\&>CE+*G9T,/ A.SC)?@[YXD+*CCR3=Y[) M4]KG'W5R8G7!US1D9C-V8L>:'+2;8XBN1+@+X,Q+"3.0(U[D"-DZ!^Y[(-
M5,ED&Q.]#EQ(7H!:X]8!4^21!@/4O&!\@"KKX?8EAC@,>]+!GB1AO[=^;(!_ M]4R:>#!\%_LR$.=AK-,.ZS2Y(EZ7?^M\UB05Q34':, %JV@[&1)&&'"C_<*N
MJ=AJ"IDZO>2BN9"R(^===2+E20OC+OS5<];$F18VP'? Q/!'I)A="I1^>9E.M:-4?! MF_7Q^3)P$@&('$"4!/BKK@TU<]5 DJJAL(TPRU$]V7E)_]FRC5GD0=#(SX#]
M21F2B60>Z,@8)AEM_H=:41%A]F!8!('O.BXT"8I\N#%:D?M/MT#46DI#HE M&N=5C"Q8% M/31%(< M$:,T$=\)7E!:MK$U;'PE?)>]H83^QAF1F$>".C%&:C'O J5*5W6NP4U'H1FQ8
M;'4)5!=/0.[))CP33 -V0 1%H#O:1NG>->SS9EU%_9R?+"0#(I%\AAR_HC2_ M=OEL:W9W=)T17/WGY3(4X-GQ5+,F(\5/8]G,L3&:G)7-EJPFNH\AFR69/^S
ML]F%M!U[QQ4$*%T0',],)N56.X>F&ASD,[^WA'P1.)M.(Y%TU0%*5P>?Z'.^ M3>+S6=[#YXL,49;%IIJK!5"Z%M 6W)H\=ELVDPX"BIJF"((V:?QH=?1AH3& MD>6.'=?C=$]
[R&86<3<%"B[#Y2OVV]=A'VQ(!HXC8!WUXC3U-MV/24H+4G\! M?$=%*<@R C/0Z?:WJT(R,9FMWR-."N;P M\S@)^]RI.:EO3$!H&O.OHU@\VHN1(EO'0=1)\CY[.]"VH[IX)@9G^B3(]\V
MSO&'WR7WDWU 9 AC4]+Q)D[SYOM(3W0.]M-$&A")S3['HCC-HMYB.@?R:6X- MB PCI3]VQ(K3Q/K+WF:=HU02AI(4Q)8&+P;4;D ;;%_78R) 2S2&ARQ\GY M"4[^:N0OP((^L+JVN5EWG%0P7@;-
\5DY][8^0D*QW9S<<7>>YNYSK*%F;RII MA_.^*H_NT)"DTAZRAV%Y^G/R/?;S:;ICDEE%WC%Y5;8NKEX9A\][YKS')%/ M0?E%/QU?2MNQ0PX^']=+B-_-2BN?-\WY0A$M8--?
EU%,.5;3_<'FG:W83^T\ MYGZ- *=>E /-?&RRNCHB/'Q^>MM.NI!3EKD-^(3[UNZ+S..9457$.3I@L 6 M1AO^2HN;U?11>$&/C0G/X1) KN;WQQVZ9YVQZ1>V\-
!O>=OX^O;YK"34].2?'XK<_585I_JM1!- M\+3)B IZL&Z;[>O1)%ZNQ2:M7Y5;4+1)LV)P<]7][%UU;35K]_4;DY>/U(!Q\ L'[[']=M#\8 MW5QMTWMQ*YK?
M^\J^6YT5%EE&U'465D$E;B['OP2ON;1M.W0M?A?)A[KD]=! M^U$^EN6G]LW;U?5@W(Y(Y&+9M!*I_.!)"+/6R4YCK\.HH-CS+;CZ>O/ZKS[M\/++#?$QKD93Y_[-5L[X>S
;!2MREN[QY7S[^2QP^T*356Y9YW?T;/![:C@?! M;068Y@DQ7[_]..G0R..H3T3 =RZ$ N[4 /':C1@4S/=(@.'2(SPNQ, MA\FAP\3K0,]%B \=XB[W^V1UF5ZD37IS596/0=6VEFKMB\ZNKK=,<%:T5]9M
M4\G?9K?)V(5R%=UF6>KM)%O;AOYG[R FCHH[X)DG1;WH@ZR(F!_M[;+F[V 8 'Z["%Y\ S*HUVFU_]6'=;FKTV)5,O\W[[_+?'45Z-&#K0- M-UH>!O5F/RAR9E ?RB;-
'=T2N%M2;C;R8KUMRN4G1^\%W/N7U2IK+_8T#]ZE MV6KXM@B2=)NY1\)@K?>BD9-:YI&E59$5]ZX<\)[A+)>[S2[OW/AOLQ:5-&@C M%X]U.ZL?1/!K61NJ(VG]T7]R])]T8:(S8=ZD>5HL19
VP4=QGQ7M:%O+MZ+* MRE7P0OJX=_AEVV0AE]\"&OX4D#$A+E_!8.TJ^;>IDMQ/9"?I!;5@QC< _/!= M&(]_=KF]\%YMT8NT^^7 3AI.(3JY&#Z>V8L9DF&(<24PSEAZ-I5]B["5F[@/$ MI_D?AT3/?
F(W&AO^.&0(G>F-FUH&.E-N*,)(6HX6I:B8Y:BKA<]DZ6WQ5+N MQ[4(7LAL=*]>MDM7MX2LRWPEJOK'SVO>'^_+/ D?O:85JL 70F+,*]^3+$% MIAC#%.-(8IK[DZ/[$W"._$?
>N67%LMP(EYL3>_FAH7'U@_J^)F&*L0M&SY$" M:KF/C[F/P=SO][2EMJ>]R.6F]A*P)+8^E+&.)&!07T,PQ1BF&(<2H=DQ/=HQ M!>U@3Z):9G(AE#=PP8.HF\-V4;3]"C=%P/M^E>?WAJXK
+#^:Z%4^OC M3NC4V&8P S),,8XDIODZ. HZP_75Y>7,2K^QQR?@('RG':88PQ3C2&*:D _C MDW/0R0_IDZP-FW5[6]*6%+*NWU<'3?EL8^>6LP,RU(<2TW/O.(,X<6@0C*2AL.:N8\H',SS:@D 56-
8ZGI M_BJ8$,(TH9^X]7OJJ-KE=#!GPZ1_-CB$2&QM[7:KB]J3P6XS#.=GL%NHJO\P M_H;@+<0LKA-4M06J&D-5XUAJ^D6@F$,(0P>8OX5VU6^NYPD!B^LQ!5C:&J<2PUW5#%
M%0C,%;X&G",V(1B:RRP\+&^#^R,RU(@<2TVW[>3P PPE_/@<<; "LU*% WH; MTA^1H4;D6&JZ(8HE$)@EG.5SQ%&XFZD'I;U3WQN0H0;D6&IZV8- =(!?3B2_C M 2FIM\SM5J-
C%G@]U(SH;IF=F@T "9?4- 1S!+ M[@15;8&JQE#5.)::?A$H"D%@"@$#.N* -;Y4#B"MU>H3.&2#\"Q0NJG>!4J MH# J>!:BHS8:(.;M,AS7UQA4-8:JQN%LZ+ZHBI_"%3\ZH(/C^2Z1U"[E*3'V
MEP5J2(:JQK'4=*L5&: P&4 A=-0NWTU"!P_#>Q:BGE) 5>-8:KJA)X#P&3A M:Q ZZCHH8#T@8HE+@G)4$-R+#7=. 4F* PF_!@=M7E!;/[1$ [H[4A_1(8: MD6.IZ88HGD"?R1,
4A0YO<)\X"&A+E(11^/0W/10'[- 5>-8:KJSBH#0BPD(M2(K<;CH(11Q9=YUQ;VWL$J+1V)Q2=JMH;E3BW-%H&,XG9^[]%$F@7T02@)<< M[LRA/BM!= @C&D4F6E&/>R JL:QU'1_%?N@\+$(OY-
<;D_M4P%A-#=/%C> M!O='9*@1.9::;IMB$A',)/P@462C @O;P0&]#>F/R% CV^=NUC MV33EIGNPVJFLAML&\O=W9=E\?M-^D]OQRP1O_@%02P,$% @ LH!>6'[]?N<<]26)
MDQD>Y@"'5DM'Y_J=2 -B[<.7N#*F5M_*PL67.ZNZKI[O[<5L94H=Q[XR#D\6 M/I2ZQL^PW(M5,#KG0V6Q-YU,#O=*;=W.\0M>NPC'+WQ3%]:9BZ!B4Y8Z;$Y-
MX=QV5W);&1>N="F;QWG#;]:LXZ#[XHDF7O_A7ZY* M.CC\WE)_P()#EKF.YLP7GVQ>KU[N/-U1N5GHIJC?^_6_3)+G,=+'?!*Y4ZW3 MWLF.RII8^S(=!@>E=?)??TMZ^"L'ING
E/F6BYC+5[K6QR^"7ZM NT&-OK"H M?!K,64=&N:P#GEJS68(%)[6;KP5"Z1=]87,M/@0]#,4G=;RQ3KO, MZD)=8M' 8>NH_GLRCW6 R_UOFX:$@8/M#% 8/H^5SLS+G8KN"E=FY_B'?^P?
M3H[N$>^@$^_@/NI_A\'_U@O5;Q?O1NK<9>.1JOW2U"L3$"/U2EGH.3;S:'.K M@S51/?SA'T^GT\D1G>"O^TA,B,;7_Y @R5A7V9"M ;%36 MJ9]Q^TJ=8(_--
&ON=8,;S5A=&H.GM5%3/CP]NC1+'32YO!<%= \$K<^]SA=V;*.72#L)N-U-H 8+\V M-IA<39]"@S'NUBOM=NO09%*K_/.&_O&WUW:I/92 +D4DZLL[\>486C17 MUC<1L@M+(#W?J-
^!X'#Y,Q\@$O,Y)GXR[UQ">O:.>@53LK%T)JX"%JLF0\V1 M>#PDH])=-UD@?>J()(5=YIN-K#5X1(2'+9+W>/;">NU5X;-65Q_HQM@IC-41 M;>OI(&F@.5W8):S(++*U?5G:FFT$]
[#NRL2:M&"^P2_9"6D75*:'+J=(/&)RC#,"O'HWQ8ROP6DKTF0\Y,\MJ9F=:&@<7*D@? M668J.D_[&E=+H%M0JHH!B/QX&=(!MVQ+U4AOPP7!8BGHH7Z6#O\ 7*9 R
RP#ET,D('D=X4AN8U9XV!XR M.7I,&H2NBB87V;3(E0T-L^@,$WO#P+OA2EEG2G(3>#[V,^- SN\QNE!8G0*Y-T9P7*$D2S M=2/J3T&M3,>56L"F/5"U[H#]E1).NH&4_NX6C?80LI$13AW@
#F+ZS7QS$N* M'7'-5']U2FI%LNPBN25@O#*M'.TEK*92;\AV #EHDCSF1@@05S=CX$#,!Y % MRH%XT9$D&.MR%O/=*ZWR L&\Z_UO72GQXV_OU%N_)'C/HBQ*E"-666FESW&\
MH\M2=MJCT*?0\!3V#7GSM?M']#PVV6H$,(8*YL80HJ>H601?JCE2B$KG&1NO M"Q!3WAZ:AAQNBQT_P=E3VOPNUY8TY[%.>RC:H8<6#'1)D!;94!P >:[RQE 4 MTT50H9 V+DR@-
(IN+@Z5Q:FDR)I"X('D9RHX'(H-1X=0H$ N MD4LDH;Y?H&EZ!H?'$+O><18OO%ONDL';%/TA MZ-S@\LS8*SXGQ'!)40PW^J'-QS>:DBXQ?A\,F@DND]42\!&K0Y3=JV97$H2 MD1
AT:4L0$#A=K&&G;'-*ZQD&_)=I,!Z,W!FU'^4<,5-6'O C98/O434LFVY M%M5%],+/W0P("8UMU^2K1")VNFOUP8?KM6]?+]3:5VX* \W%VYKK.:Y:S4'@ ME2DJ>)N#ZTA=U&,9A^5B
=L(I*%B! Q"N^9;+:!4Z8U44%QP$-L1%71K@*Z@ M%@!!\VS+IDPN3IM06>=[F9]@) OJ5B O'Q[P828L]][1&,P$2"FBT^Y9'YZ5Y-MJ8: M)C["'92SAJ.%&ZS\3*GLGN22PPM5# _^URJ\'C-
:1@WB";X+1ZH X. M)O3Y>(K/_=%L]DS^`DX%TJANH@Y32-)FVBH%9=N;V'^%RSX73B0*GA_QJZ?ZV M"X:/WU#%\:LN@.H_H;MIVA*1UZ]XW5(A" B1A"=8ML>8-U78,2.6(P!1SN!
M4JKQ*FW%E 0="T:;PNHY/*S>2/V(79P&AIT!R-9K2IJE#E] B(0A35:(LI< M@@-ES[2B/"=^5E";RIYH7=5@=Q.%L[1="BT1#WGIN=34AT?J+1U4^ZEO_J7Q MY(,LKB *E(ADG244#LV@W>
R1SB-1S<(3N\D&-$4%3K\&;FO]W!R-Y5TO"]* M.8DSZ2,&5)0WIMB%XMERI(]4?>#P>F6S%9<;$ N5[?ZY IW3DTS0\@6 MCHG\=27,DA)^[:^98&KLI)YZN>J=>#< (C*-
M*7NPB*37K82&AQ45%7^I%T#; M06*5U'8 M.2ROM;)S1+K>]\F&AP-V*&N\$]&WUUN#^A DT*"%6J[J.Y\]V&IN M1.7HJZ#0BD(ZS0V,E%)/"LE;FFF+..I,S*8UPP+9+ KKN:+*9'DC=FZYJEA+
MR.>&.X6N$]F>W86O@3^L+-PS9*M\9\HAGS>3U/4<<]8Z@X#P (];P;>H_H&: MS0ZO?=XVQ.SP6??O4P>4'57BD,&7YC>I&:B'0G%=VG>N4I3^)8W^6262Z$M=
M=HL/UM>#0<$#\]C81B^N74NK(W5[Z^&I:D_#RSM:H%-=\$#HDEZ4@,U7#8OV M_=TNCQ&I7@#[(2ES[W[ZV[V[:NL":(=7#CNJ\AGOULS;T70[?LR3<.5 X36AP
M3OT.1'B]6(AZM\RK2=]^+QZ0A;YG3P;M8,\L8;ZH+_1X/&#KVRFGAQ,'CU7YR6]>^A'9_U.]:H? MR8W;EQ]$2KB(4B+2-4:ZIG=9XV M@C,PT0X[/QD9B
A\89])A4O"H[Z_I5_.K&F*RKXU2I49Z!4H^U*3M&7:.K3Y M>-L[P[W!"V-TQDM^+1X5>[.\.Y6NS?O)_+"N=\NK^U_TF%)[Z4*L\#1R?C) MXQT5Y%6X_*A]Q:^?Y[Y&&\Y?5P8]7: ->+
[P"//T@R[H_C"\?\!4$L#!!0 M (+* 7EDIM8 2D@< "D5 9 >&PO=V]R:W-H965T(+$HD2R>.G6J2.EDI5M3T=%,XMCX=# MFQ6R$O90+V6-GKDVE7"X-8NA71HIG0ZB0??
@NUH4CA\,STZ68B&OI/MM^S+2^X9O+ '00,B!9RLRQ!8'+K;R09_J]P5IX/I@'(Y%TWIONO5/^3:GQ'; MRW11_2^MVK'QT8"RQCI=K2<#0:7JJBKNUCQL3)B&+TR(UQ-BC[M=R*/*)PX
M.S%Z189'PQHWO*M^-L"IFH-RY0QZ%>:YLRNY ,6.OLNE-D[5BY.A@UGN'&9K M$Q]:$_$+)H[HBZY=8>E3G_X0<'I,<8?I0[S3X)5<'E(2!A2'<;K#7M+[
MF'A[R6M]I'^=SZPS4,2_GW.WM98^;XVSY-@N129/!T@#*\VM'S]_%,T#M_O MP)KV6--=UE\7CS>:H-\E"2,)J2MJ]:?,2=5.DUMII!6/$;-2DFVGV6/Z%8* M.J^D49FHZ?/UYX!
<(:D49B&MHTQ72UWS$GI.ND%:-!88K U(U#E]:@Q!B9> M&U%;,Y\3\) N:S_ZJ?EN[8!6DI9&WZH<> JU7$ICD1 8OI!Z8<2R4!ER#B7! MW?NU8WAR(HX]FQ/3TOT+?%D5<=4)*\
<\P&;K@T\5IMS>AX4[7' MDF&!!@\#AI%+[Y^J\A*F!R.PPLHLM LG(6'4X$L M5>D<<*PN&\])@+TB*S@^!@#>,8-^K+^S!=8"$X+U.%-U1^.%-D ![_AR/I' M!?:M/QIA'!.4:8OX !1HE%G#VP.
[#Z&@WTOM(PAM06,J%:%>&TD2=,6?SIL[6 M(+E#@V:SMMC*#PRB76MHPX'F6>/9U#'L[6Q^/@)R,!F3:#W/MC=-+_S%LIAU>DWV3WPFEX0'HGVMXOK[A M!?JOHV?.!5!+ P04 " "R@%Y9 H
5OXT# "L"@ &0 'AL+W=O/22EFRR% *X*1 U/ M==6HJ5-HW5ZZKDH*K+FZ$"TV-()(67--79F[JI7(4PNJ*Y=Y7N36O&R8[WJ+^UMY)Z;L^2 MEC4VJA0-
2,RFSI5_>1V:^7;"R4NU58;3"9S(;Z;SJ=TZG@F(*PPT8:!T^,1 M;["J#!&%\<^*T^F7-,#M]IK]@\V=B^K-,=3%U8@=2S/BBTG=B^1%7 M^0P-7R(J9?]AV'T[X?L5D@W&$B\J8T2DU<3<1F
MV$U6)-<=" =SZPS4,2_GW.WM98^;XVSY-@N129/!T@#*\VM'S]_%,T#M_O MP)KV6---=UE\7CS>:H-\E"2,)J2MJ]:?,2=5.DUMII!6/$;-2DFVGV6/Z%8* M.J^D49FHZ?/UYX!
<(:D49B&MHTQ72UWS$GI.ND%:-!88K U(U#E]:@Q!B9> M&U%;,Y\3\) N:S_ZJ?EN[8!6DI9&WZH<> JU7$ICD1 8OI!Z8<2R4!ER#B7! MW?NU8WAR(HX]FQ/3TOT+?%D5<=4)*\
<\P&;K@T\5IMS>AX4[7' MDF&!!@\#AI%+[Y^J\A*F!R.PPLHLM LG(6'4X$L M5>D<<*PN&\])@+TB*S@^!@#>,8-^K+^S!=8"$X+U.%-U1^.%-D ![_AR/I' M!?:M/QIA'!.4:8OX !1HE%G#VP.
[#Z&@WTOM(PAM06,J%:%>&TD2=,6?SIL[6 M(+E#@V:SMMC*#PRB76MHPX'F6>/9U#'L[6Q^/@)R,!F3:#W/MC=-+_S%LIAU>DWV3WPFEX0'HGVMXOK[A M!?JOHV?.!5!+ P04 " "R@%Y9 H
5OXT# "L"@ &0 'AL+W=O/22EFRR% *X*1 U/ M==6HJ5-HW5ZZKDH*K+FZ$"TV-()(67--79F[JI7(4PNJ*Y=Y7N36O&R8[WJ+^UMY)Z;L^2 MEC4VJA0-
2,RFSI5_>1V:^7;"R4NU58;3"9S(;Z;SJ=TZ

&KH%E05,:AS^"HD[> 5[5Z9\ 8^ M/WR&]PM)+RSJ/$C>J)8F=,L]",VK=2;PC7(U"] @A78&_H 1^1F\?A4SG[WM M/3L+P!M\2JI%6C;Y+L$YL%$/I>8'6II277L"YEE;87XC?$K'L =$8VM=Y-N+ MK'AXDS[#GF_ ?FBM2\^&/?3I&7L! _;.!-PQ.4C;XA?*4[]G\=V6 01;O"=IY3A8W]'DK- M9(*.X]#: 6%'463M1<)&PY&UM;#!8!1VAS7T1O2,!O[P)&E_V9D-]J'O/Y/6 M>$Z5=A1LE I^EM:S=D#:*&;67BAM;&TC;1B'5EKS_CF#X2#V0MCW17*W*@C* M+[=UDH)$+!K=%1.]MR_%KKH*9#.]Q^.^<)F7C8(*,X)Z%Z.A [*KC;J.%JVM M1^9"TY?7-@LJ)U&:"32>":'7';-7Z#. @502P,$% @ LEH;>63V6IG " M! Y@@ !D !X;"]W;W)K&ULG59M;]LX#/XK MA%<,#=#%B9MU79<$2'L]7(&]%&VU[K)DB?)2?;OCY0=KSTTQ7 ? M;.N%9$?0^)$7/-]9]]Q5B@(=:&[\]JA":LS3ULL):^+%MT-!.85TM DU=F?K& MH!/Q5N_*,QL"=K:[_S MY"I?)!,V"#7*P B"/O=X@5HS$)GQH\=,AB-9\?%XA_Y[)U\60N/%U9_4WFH M%LEI CD6HM7AQF[^P-Z? MXPGK?;Q#9M.=D;"LO7!UKTR65 KTWW%0_#(X73 MR1Z%K%?(HMW=0='*WT00R[FS&W L36@\B*Y&;}3).&0[*;7"TJT@O+&_0!]?* MT#IE2KBHA"O1S]- T"R0RA[FO(/)]L"\AT_6A,K#I,'\VF#]["?W7P_0_8 ; M IJ22A 4%]H3HF+M>! >&N$"V)LZ\":TO(V%G0M! _!PIKTH/48]PF$/I*P MF6EE"B=VJ#B&NXKX&:!+-.B$UEN2D[K-$3S>TXJ1&+4+(9568?O&]0&3U@= __MU$NS%:INA')T4T3[-I&]QY9B@S?4,GS5U*&P1P3I[WSE$CBJIT,AM%*6-0@6QCH:-X4OG\D_>!EM%EQU;V(A{8F$U78/^ M##Y39)[4#%#&!ZS7Z(:TA\,K0S6O-?,THH2-607G0D=R=N&[,K)UCA"NQ99) M\$##W%=U&!BX?9"5,V?'X)52$_5^0VX'KSQ3)"E8U.B6%@8]W'^$,GI>OSK- MIMD'&AUF(WI/XW/9.NH,)'A'ZKXAY8[0*4PS.)Q.1X->!A?6D0 1 JRXYGRK:#;!>AJ'(PW4V/ M.",:C$U';X\@[PJ* [2N4HUHQG %UEP$$Q $?QU)\8"T2%"%*U^(?ZSB%2(CG MT0%NKV+K89=G>5XE1N^3HN=E[-O4=*I,U:=JZT&PO=V]R:W-H965TY*J4_M)4R>#*U MKI0!7]ULZ"NG9,:+RF*8C$:GPU)J, [@\YWL?W>6YK4.AC?KHA*_+4KK%M2KL M_&(P'K0W;O4L#W1C>'E>R9FZ4^%S]='AVW#))=.E,EY;(YR:7@RNQB~NCXF> M"7[7:NX[UX(LF5C[A;Z\RRX&(U)(%2H-Q$'BXU[=J*(@1E#C:\-SL!1)"[O7 M+?:0]!7%: M^V#+9C$T*+6)G_*A\4-GP;/1C(0e5)LR!AO:,@UO*5#/+RW-FY<$0-;G3!IO)J M**<-!>4N.#S56!O#:9RM;7#Z'34K&D5>PZ>93KQ:M(@U>'H0"2CY(@1?D=+0X^8W]W&2JD MR<1;ECE(R8=+TTZ?HS[=\3NK_#!M0BY$H:2OQ"IK9U7PD[% MI/9@X/V!F"LAX2'U4%FO,A&L<-I_@5/OO!Z=.ELNR06 Q$G:BM'K*K7&ECH5 M4_C6.K#3)BWJC! <6=1KJAE@;_ 8%_P4!!BHN!QYAQQGL$>>421&T0_&'$C5T MS%;VZ(X]4*^4!DC#9MW; B2%#@M@"RZC_GCB&X,0>[#\!%([^5,Q>)#UD6*' M",U2G,KJ5&T9 0<*)9V!@=&$5/H<5':.K] [;5+,6;2S!0OVS!T >WB MTXXSUOW#6D/J382GD'PNCI2Q(P-Y"GVHD!RL]-Q:6$=$+M2:5U$ZZK:47#! M\ZT&&#F=RJ)8< .AS>1\Y(6ZD6W; NF26;*'3V:1W@6*)<"&PP M3P;@%S[SP%%R,!*-K*FD0V@:?(UQF$KMQ+TL:@X$N7-'&$@-$M8&%OH@"/" M+(FYA_9P N1.,4'N?R& -D&5$QC?0H[H(HKZ(E5G3OOM9Q0\A!6[&&CE+HH M*,[[XD,KZXIEB6M9(A*W'&)O9$5%Z,W9,KO;,HW"59B/0SVR 4V"NKG "[< MO'%PY--E?OBYK(2<.:6B-YZ(Y/BY^(U#&XD"Y9OB1S__]"P9)R\W'A<=\YZ(MO?'9_K>$'(^.&AZ%-;.G" "ED7L7K<%;*7)/L G$X6LP0O3DY&_:I_6_&] M\;[X9 -"L3(3QAP]WX=+TR;:8X[VT?]2M$]/DA^*]M%Q?RB.7 4.Z*+UO%' MLJ:EZ8ORZ3YC1M9Q)R%?6H"_GNKHTO?J7A4B8+FZS2/D!/AO ?%%UH5&?ZOOTCHE M$ 7:=9".2(TU.["O-V=&H<XWM,H0[N/*VT)G3'<7\!%70](]D]I2B;GT:PC9 M)#@(?D&K+_;>(POWQ2VJ^,SH?RFJ04VL;FR)9B>GQIT"F;7T$.1;H)O, 6W M57BX>;CZ[>8=53@G__? ^DS0=TN7^;K!EW M_I+_2JZ<[(NSK4PY$Z>K3.%$>=91ZHR*5LO,_ MW[UZ"GS%4!-JF:E)Z$XUI%.GT5\V[95N06]OO$R;6:2KL.VG+7R$>MN-_*"9Q-?3[S.-.8] MSJ*54MMSBVZ*7#, <\0B&=;&8+U;C@4F;"*RB]K5&IA9D46=B8I.T;\Q_5;O6 MP]PE1(-C?B!@/+_'@=6A]8LUL_$^'0VA6&/<4 [AG4@/KKS1B4-G&B$+Z H MHR6(=0S5QNP59R (05\"7CW"S\+97TD$S=>X4A+#W"CH45P&QPS0%][%EVGN6$86<\C7>)>9?S_[E-@->*?1T03',F].8S8%.INRB.++FJMP) M52Q95E41_>!U616Q-I0JY#:CY* FT_LV9=0:HC>S90]OHH\[MLGUQ5$?:8^ M+&9BY'["BJ);@^QL!$H "::'G&@(P1MMYM-SO:Z2--V0]-+PS<%K5.YKM*T M+NL(9;']3-IM<*Y[N80"V=,VZYQQ'R3MXED$]Z_?<4>>BXK(1T]&#K&H2!$UQ,_*?S" MHR C?"FAGE'N$!/8$E'6CA>A2!=VHT ;6%VFXX0UU\W:5*(0"&JR.0M6* M#1PA5\>/? QB<+?F,K.J1=_3R+.D-R3I<.6;6RI4[8$GU=8'E=;4..1(U3AA MZ9Z.@NH$5)O1G0W8IO0 +O=6M%;?.V6TI0^D->@^D9CW%D/2#;[JL*KW8H]< MWZ3J;K+U!.Y3N*G2Y&GV;JS0VPIR5Q'QM9^B!\=Z!?XE$/,;4^5V?]><0&*V M#%@?66X+YSK W>LZ(",\W%22:%R[H>(1!C@(] [=6MNY.7FW<1(;QOU]J(0VU%D:$G:G"CJ]5CN[O#RWU!+ P04 M" "R@%Y9YIF:]+P' #K$P &0 'AL+W=O)^H*5Q1%0279*R MDW]_SY":2;">.LQ=PH@^W=?S>6YKEVA*OIJA*W+ M4IK':RKT]J(7]]H7W1]1[OC%Z/)\+> ICMR?ZZ\&3Z-.2Z9*JJS2E3"TNNA= MQ>X0>R5+K' SP*;OH16P0%90ZUB!QV= '*#G16!#-^-CI[MW9(LN' ?:O_H]XZ]+*6E# [KX6V4NO^@M>B*CE:P+]TUO_TW-?J:L+]6%]?_% M-LQ-YCV1UM;ILA&&!:6JPE4^-#CL"2RB%P221B#Q=H>%O)4WTLG+-4Q4ZYDSL1G7;GV)6Z430MM:T/B M/U=+ZPPH\-]CFPVZ)L=U<5B\LVN9TD4/O+=D-M2[_/67>!:]/V'II+-T93!=X4!4+ OA5?C:I2M9:%N):%K%(2 M'Z0QCZJZ%W_)HJ;7)WPG4XI"RTJL9*H*Y1Y%7\2#.(K\-5JB]DPF?Y+ M6*J41CJ@% ()1*4=69%!(\Q-83*:1F$RFW??$ MY$1,%U,QG<"ZQ36S*-N;D9+JAP,Z@0F #,22=)>8 %151Z(@A#]=B"DM4B6 M* ^6<9%5)K3+ 7HRG1S\>=<.0&;LJ_%@&I_A R2.=_?11-SEVKC?'(.ZU ;< M@4;K50(F]LO[+!/.043]0K(5_=ANE<[6_C?&?]N#X?ZO,(T]M?Q9-P\1^%Y M/!?2X9H,DOG,^$Y M"_$W!=.R;B&_F]JREW[6H$4FUD:E0%*U]0#PFA^$NO9,.MF77JI,$ \'-%@+ MORYU1@7\8IZH!YB>Y\%M6^5R814@D4:DN>0\1$99IU*L>W5]"XR:4+KRLL]Q M&7CG= SQA$&&F8\(+V M376Y+I2/5P\[V_O4T'C^WK;QB_A,]89PSQRXW5G3P/ //(5^\U0?/56GI*ZPJ5(Y=E.;/<%0PPZJ&C5[M6MJT/ RI^1ON?=<;+1&82Q5-O'Q+K$M53@NY- LI]@5#M36&\4<0">(2I?6 M!>U1$A;TX^$,H>+-QA*Y2G//!ULO+? VLH:IX[*B$15%J#"=5[Z5U5WF63>7! MC'XRC%J-GK!X1P^.^"ZG-C<^BHP!QMA'6IH:S26[9GK UM\?..!@YW-46O(. M&1X6L2%0?D)3@RUG']:9WU.)Q'30B\=>F+1G^^Y$IHJ-*JNK:'VP,0O&'K9 M.I#,QR>#B>AQH"[0;-,*J_19F/6=V.L *4@<8@.U+TUVF,V]P#*06!S2&<# M9@B8NITP?@Q=T%H^^GWBME1U:4/H5573:WOE*1F/ !(+*,]:V8DV):Z9$;JG M)Q@W^PA$+D['X?"$:F(-K#P[&Z+R]=0G781QOJW@#ULS.>&S]+S8K'S,[PI MUDA*.O/.K2TW)N2YGA(ER!)&EW[J<6,&?NPN]!)W36Q^.>QLWL!>'!/0P&5B MR8>@MX'(.\$OA]W-IA>JM"LF%A8."C MN W4?Q[*D\-0WM? X0DA_VIO2K6%W"8=Y?GR.D""M#.G"(!WF%-H_'MJY\(3= M1P)@+SN.X[#XUA];V5FH*#B%\9ZVQ7N[VL$R(."8D(*F@\3--3RA?HX M/&3Y31L6;]ZG^<YQ]$=K

[E,)>B M(,F2W%,;$(I*HU%1I,:1"9J)6>#Y)@V"\)74MJ9"/*9$,\D0CSDG*4_(M>,\E_[CN6AH\$0@@[++4^+%G/=FSONQ9;QI??
=^CIJ;)1T"TN4@5X):RM.5G MQ+]Y' "3)"LYO<9Y_DB8!4T4(5"OHC=63>5&F=H$$14]%[/F4EF+< T8C*4)V0PU\;7]Z@.WL!&VTY4-
)UF)R5+@I=)7J<(/6_5 M?NS:T[1/UJD*[7=#_MA?M]4TQ)?"V#;*?HOF;Z*/7H'>A?XM[$O39G^8O/M* M\EM2O>/=>T;9?U>'4I5LH(?
1VSQJ6L6V%O*C6>3_KUGT]BBM4=Y%]S^FS7.V M[Y(WU.0W4,?OZL/G)@_?YL0IF@9/[3A<=>--MYYE3"ZP<>R\EO85Q,OFV&24
MFA_9*C>$FLI6!]L^& =K7_7DKX4]NR@*7UWJY@._>]H=CTZ:4\'3]N9L]85, MX_1RRW%.HN[!*') -N>59J)%9<\(,Z'IQ&%O,SKBH30;:'TNB'D[,0JZ0^/D
M7U!+ P04 " "R@%Y9 H$[H9@# "8" & 0 'AL+W=OT: 8H%/"8YXAR>.22E&2V%_*YR1 U/55FKL9-K MW5RYKDIRK+BZ%
W6]&0N9,4U#67FJD8B3VU05;K,\R*WXD7M3$;6=R)\[%S[5S>AF6\G_%G@4FWUP60R$^*[&7Q,QXYG"&&)B38(G)I'O,6R-$!$
MX]\5IM,M:0*W^VOT]S9WRF7&%=Z*\J\BU?G8B1U(<U2FFN_$N,>OHL36]&W84\ &;2PB\'C"/A4?P M@B[=P.
(%OTAW+D4%M\15TK$@R74.MU9LE/#W]4Q9_S_[!&CQP_WXY@I=J88G M.';HCBB4C^A,7K_R(^_-$?9AQSX\ACYY:&\.B#F\+13/,HD9MUM&GE5J:A_I
MH[#[27]=2+ITK5KI9C%,8?8#,A29Y$U>),#I56#O10K$0W$Z.,1F7B0(I4A: M=DNN@'YS4=([0%W!-)>(.T<%:*,U5C.2?[W;>*TN>DY6-
MMH3Z25EO:.V0L@&&O2C:%;;UG"IL M['>AU'TF[# .K1T0=A!%UEXD;.22E&2V%_*YR1 U/55FKL9-K MW5RYKDIRK+BZ%
;=3S^R=)^]O.;- + M??^9M,9SJK2#8*-4\+.TGK4#TD8QL_9":6-K&VG#.+32FO?/&?1[L1?"OH^. MNU4M4'Z9K8D4)&)1Z[9PZ+Q=V77=5AN;Z6W-
]IG+K*@5E#BG4.]RT'= MG50 M.]"BL;7'3&CZN-IN3J4C2C.!GL^%T.N!6: K1B?_ 5!+ P04 " "R@%Y9 M!7;E:]@" Y!@ &0 'AL+W=OLW5J
M[(0_&A1LC7,TWXN9HI'?L"19CD)G4H#"U= ;A_U)U_H[AQ\9;O2.#3:3I91/ M=G"3#+W "D*.L;$,C#[/.$7.+1')^%-S>DU(']RUM^Q?7>Z4RY)IG$K^,TM,
M.O1Z'B2X8B4WCW+S#>M\SBU?++EV;]A4OEURCDMM9%Z#24&>B>K+7NI]V 'T M@G< 40V(G.XJD%/YA1DV&BBY 66]B^
;BF$]_;CFFU1\T3M\G^%."I-JN!8))OMXG[0U M J.MP$ETE'".Q1ET@D\0!5'W"%^G2;CC^#K_E3 3"3PB9P83&-L+DIF,\O\U M7I(7W9C?AW:@"M
]',!645\7+,:A1V6B43VC-SKY$%X$5T?D=QOYW6/LHSE5 M95)R!+F"_51.WR;R>DC[4?;#VA]*1>6W$^I4U8%8'0@V3 /]5I)3D>L^W!/O MWD4
.D:#^1)5Z5F8#10 M-5*M";A^B5,FUN@.\<&DQ/V69([/]QU+Y5)89RCRF(FX'9Q"Q\AHN?D0R* MHRNR6E&;WJ%[KDM%?8\
<%P37!8&9:R(AA!&TPK#=X"*82D4.M"'0HU'KLDT. M;>C 0AK&+9NC[+H(07LOY 4 @=P6D C)=B-M+@KI]J'J MPV ?PVC',W1F'++]]3TSOF 28%-
%JJI6$;$]M3SEEEJ9+%72D4K;+>/6BGC,A@-_-J= M'@U49@67>*?!9&G*]/=S%&HU##I!N7#/YPOK%EJCP9+-<8KVE^6=IJ=6927F M*4K#E02-R3 8=\
[.^T[>"WSEN#*U>W!(9DI]=._)17C#+1@.M5J"= M-%ES-QZJUZ;@N'1%F5I-NYST[.@"-7]D+C-P)8W5&27<&F@\L)E TQRT+#EQ
MHJVH,'B>&PQW&#R%:R7MPL"EC#'>U&]1<%6$81GA>;C7X!27A]!M_P1A.^SM ML=>M$'>]O>[?
0\QD#)\QGG,YA[%K%6XY&KC@)A+*9!KAM_&,Q*F-?M^6E=QI M;[M3-UIG9LDB' 8T.P;U(P:C]^\Z1^V/>R#U*DB]?=9'4QK5.!,(*H$=*Z1 M.1 Q, N?&-?
PE8D,@4N8*&F4X#&SM'O.!),1PM0UU#:8^P-Y6" DSOJCMT[A MJ$S3D%0A\6<9MZ2@47C?4KDY90)8JC(GL$+*.C.0*$'<8LJH)>J' FNWA@ ; M/I<>%
(5/M9G3XD0K8SY$F=8HH^]@5FP);*X1\VP<0-@[A5M*B(9WOH/PZ\T6G"@[)4BC5, M,];5)*HZ+:'5_M[G^IVD?]\$W5 M[O:VEZ+[AE+LJ"Z]X-_2-
:7,MBH?-??07[^BO_ZKZ>]G^@[)J>4+%8"\WV.D MYI+_2=51S\AN:NF2UX,T;Y=(F%W#$.'HLL(;++J-$/>&MIWW4MBDM!WB?-;
M8T<7ME1R!U]N[3/"Y"AVXK2DH:T]"*]DI%*$%6G76;48BB)YT"):];S1HMY M?27"%/@=2'XIE1LB:H97C"R5ZB50KCV\D56;8*;FC$"ELO MM6HQ%#
(;CJ!1J%P^12*+2^.7/KNT+]$8>*!^IM[78F*7MRZRSNF+\$+_^_^TS0T-];^F:SJU7_B/]$J_"<T$:#]1RI8/SD%U$A[] M!5!+ P04 " "R@%Y9=C:WK*X# ,"0
&0 'AL+W=O;2>S#<3)@A5(@:!)NP_#/M#2 MR2)*D2Y)Q\V_WY&252>SU0&VJ"/O'CYW>JC3?*_T5U,C6OC>"&D606WM]C(,
M35%CP\Q8;5'22J5TPRR9>A.:K496^J!&A$D43<*&<1DLYW[N7B_G:F<%EWBO MP>R:ANGG%0JU7P1Q<)CXQ#>U=1/AY22-R@-5Q(T5HO@
M*KY\UEP;=,P(H))@N$:Z;U,Y<;^,+$#G_NX),0BDFH6,$%M_P!N)1'$5^ MC&87K^PI3,9)_BL8E%S1VP,+>FPE2&710$F(1',&LS2"&=%MQP2FX_@HZ-
@Y MC2'+(\BRO!\'G!/(9SGDTTDWYL1F&O6^):Y16B+4!V14S B2Y##&<,NE+X1 M>EF8$3!CZ-U:^5E7%R9+4+:FHB=Y]N+_J"P5LG2*34=Y?$'7+
(Y_W$<9/-1* MV_?6%76M-"F,$(V'I#)IXD;O!N+'+2>*)"3AA.3=/>QDYG\7[G?W%D3K!OQ^1,%J-)[#)(M1LETXL]FFD6G6=%D"Q], P ? @ !D !X;"]W;W)K
M&ULK5;;;MLX$/V5@5H4,9!:U[A.:AN(>\$6V!9! MG=T^%'V@I9$EA")5DHJR?[]#2E;DU'6PP#Z8%Y%SYIPA.>-%*]6=+A -/%1< MZ*57&%-?
^;Y."ZR8GLH:!:WD4E7,T%3M?%TK9)DSJK@?!<',KU@IO-7"?;M1 MJX5L#"\%WBC0354Q<\:N6R77NCM/WPM=X6Q'_S5HF8[W*#YJ[Y1-/,'E*RL
M4.A2"E"8+[WK\&J=V/UNP]\EMGHT!JMD*^6=G7S*EEY@"2"U%@$1MT]OD/. M+1#1^-EC>H-+:S@>[}$_.NVD9 M*KEV+;3=WHO
@[311E:],3&H2M'U[*&/P\A@_CN#J#>('._.D6/YGAFV6BC9 M@K*["1*80]E8Q2MEF1G5A^8$J78:3C[4VH]@1H5; JF$,YNV9:C MGBQ\0W[L;C_M,=
<=9O0;S$OX+(4I-'P0&6:']C[Q&TA&>Y+KZ"3@!NLIQ,$Y M1$&4G,"+!]&QPXN?$WTSJ/U^O=5&T1WY<4QO!Y< M3M1@M24;>ZQ?B,^I];-
/@NX^YY;&.>!#2JLCAQE=_(F[&[:)1Z,OE-5*02H0 M4#.?41.'$;5AG#A;3F^BL\Q*W1L3NY'MJQ?S M*(S>PEDT>1S'D['G/7PR@@_[8VM=UL#L-
;LGR)V+>$7)R@G3$(:S@Y\[8"66(].ZU34P9L):I3$,",?VB_7UXUDD4$/AEW\][9L/!G@C\Z%\1!L"&4R#<'(PI3 _X7><1'Q (AEB\=]E
MO;GLNJA##)XB_G_"?N%XG$AX0"2"8SG&'U6$"M7.U3U->AMANN(P?!U*ZW57 M41ZW=W7Y,U.[DE1PS,F4_%]XH+I:UTV,K%U]V4I#U0% !=) &0
'AL+W=O=Y:*+5\Y3@R6D!"Y2E?0HIW9EPD5.&IF#MR*8!.\Z0D=GS7[3D)96EK M-
,RO3<1HR#,5LQ0F@L@L2:CX/H:8K\];7NO^PC6;+Y2^X(R&2SJ'&U"?EA.! M9\X&9*]"W]<)><1G!FNY=4ST4&XY_U>?O)V>MUS=(X@A
M4AJ"XI\57$(<:R3LQ[<2M+5I4R=N']^CO\D'CX.YI1(N>?R%3=7BO#5HD2G, M:!:K:[[^
\H!=35>Q&.9_R;K,M9MD2B3BB=E,O8@86GQE]Z51&PEM/L[$OPR MP7^0X+=W)+3+A/:^"9TRH;-O0K=,R(?N%&//B0NHHJ.AX&LB=#2BZ8.<_3P;
M^6*IGB@W2N!=AGEJ]$',:%2$II.R9A*)O75 MB0)]J2FT=J!"0^!"3]=DZ,7SP;M7N?UL8'! M]F9FMG/T]@[TSU0P>AL#>:NY
JE0&\74=_+U"B/)6P6)_+MIIA6PG69877A? MR26-X+RUU!-9K* U>O',Z[FOF_2P"1;8! LM@=6TZ6RTZ9C01]-PE3M-/+V]&+D=6H[^8_0V>U3?R><<&>
<:%Q?/]S MUO/"7\?5 M6/+TQ3B$M>60C;1 JMHH2VTND)^I9!O?'K";YG6(P&UX'HIN4*1]/I_ MY^+1C'>P,OZC2MM[Y[,B\H0(H#'[@85\3G&I?A1S
M*8]WLFO5)=HVZ2=-;/[.-#;0>]36%>O\JZ>V5W]!7&,.1?:W^#"'@;D#!Y-OU8K:0]N37YE1S^BG M=M8LY'XB6((/3ZSW'E+)I-
)^"%6ZTIOV^<9]QN(I7FS:B!J;VSWX\'J5ZVB MA;;0Z@I6EM4;/%&!L^I?K:(%5M%"6VAUA2JO()G-\F\6N+/'!:[WL,#9=->! M5;30%EK]OV65 _?-
#MQ0X/!:ENC=T[NRN%T!E=!8S56T0*K:*$MM+I"E2GWS:;\]ZI9"5ZK9@^*F;G]@[FWB1;: M0BNX=[8^KTA S//O6B2)>):JXDN+S=7-
MS,7^1?'CSCHHY2R6)88:I M[FD?&1;%MRS%B>++_&.-6ZX43_+#!= I"!V]V>$FS..?:YOAN*Y(UY%A[]7O MC'?EY0D+F++L)TGE>NP,'93"$F\R^%.4*V
M1).-4' A$*8IFF!!A)Z=?6C8 1UX@5&+WA3[R@MBBH1;,=<"H5V M(?T@O1$%3F#L%#HS^1:ZU4@
MP;)45UX!G#!;W4Q*K8'1TB^B;12&WLC='L;9@NG[QYBXB>D%P?4Q:&8##5Z5 MCNSV:[O]5KM3+-8H44\5D@(W"6BS66KT6VU:,
V;38S%I@WTELU!;7/06F.O MS]FV\AIT65Y=BL5=BLTZ$CLZB*OZ(*XZ+*^K1BKXIVEG@00G6=>$#'HG.=>$ M#'OVC!O61H<=%-:P4=(-@Q;
(J<$FI&&P"6D8=]ZIQSXRC2M ID^IGR;U;-U M7WQKVL&3^4GO9MJSS,>JCR[;WE?YL@F_QWQ%J$ 9+-52WN65.@E>-K;E0++" M=&Y/3*H^T%RNU;
< < U0]Y>,R?U +U!_741_ 5!+ P04 " "R@%Y9.'GR M"/," 0"P &0 'AL+W=OUW%33)@3]NW>1(1]GBM*&PDGF:8O$T!,I7 Z?
I/&_CGJFW!7<$5G+M&1DG,\[O MS>(R'CB>$004(F48L/Y;P@@H-41:QD/)Z52O-,#UYV?V<^M=>YEA"2-.?Y)8 M)0.GZZ 8YCBGZH:O+J#TTS9\$:?
2_J)56>LY*,JEXFD)U@I2PHI__%CFL 9H MMK8 _!+@OQ80E(# &BV465MCK'#8%WR%A*G6;.;!9F/1V@UAYA:G2NA3HG$J
M_"$6F)$_V&3:0&.0D2"9#9C/T3"7NEQ*A%F,AE@2:78G B0P92'H"YKJQHIS M"N;H'!.![C#- 5T0$%A$R9/9'V&9H&\/.5EBJJ$2'8Y!84+ED2:XG8[1X<$1
M.D"$H6M"J>:5?5=I=T:C&Y5.AH43?XN3*63'*/ :R/?\5@U\M!L^ADC#FQ8> M;,)=G6D5K%\%ZUN^8 O?2Q0-="8EJ"+%*X)GA!)%0*)KP#
(7$".=XPU$N1"$ M+6S5=\Y$M5$$_^M*OP!=*DCE[[IP"C6M>C7F6W J,QS!P,G,]8DE..'G3\V. M]
[4NJCV1;0075,$%N]A#VROPTBMU9@N&CF4PWZEE& 2=OKM<]U!3T^E5-1O2 M6I6TUDYI5[$BIIUBG8"WQK_GL@V/+8KC^T/U;?M?0:W)[*-
X#I5<)UW]VW! MT-[9MS4UV_KVI))V\A]I0CR9*['W6B=L)_ZMM[GL@VKW?P>V) M;".X7A5<[]WMVWO%9[>FYI_V==?F%3,K7F.Q($PB"G.-
\HY/=/>+8OXJ%HIG M=H29<:4'(ON8Z)$5A"G0YW/.U?/"3$75$!S^!5!+ P04 " "R@%Y9K/A' MRQ\" "F! &0 'AL+W=O=0M@T!-
G0F=1:TRWPEB7+7"B9[(#86]JJ3@QUE0-UIT"4GD0 M9SB)XVO,"151GOJSK)-#%LVCX\&.-JUQ!SA/.]+ M'LS7;JNLA2>6BG(0FDJ!%-19M)ZO-
DOG[QV^41CTR1ZY3 HI'YWQI:KD@)3SMFQNXU/U:"N."O=3]D;96VIQ)M]#8TMLT XZJ0P5#7J+ M'HA2Q!4+O;H%0RC3KU-L;# 'P>5(O
G$R3/$']"]%*;5Z).HH/H7CZW(26ER M5+I)+A+NH9NA1?%2+7&R1#KHOL"[F"JP\+R+_Z[CW6AC;+]\O-9[- MS=!*=Z2$++)#HD$=(,I?OIA?
QQ\O:%U.6I>7V/.'GA>@D*SM/#BUI&!P+(4^ M)S;077DZ-Y^'/$GQX50!/ND=#JKQ$Z)1*7MA0AM-I],0KD/O_74/$WQ/5$.%
M1@QJ"XUG[VQ<%:8B&$9VOA,+:6Q?^VUK'Q)0SL'>UU*:H^$"3$]3_@=02P,$ M% @ LH!>6?(_L;R4!@ G2< !D !X;"]W;W)K&ULM5I=;]LV%/TKA%
<,';#6(BG)=I882"(5"]"N1=QN#\,>%)NVM4JB M1]%)-NS'C_J(9)-7],?4E\26SSWDX:4O#VE>/G'Q-5\S)M%SFF3YU6 MY>9B
M.,SG:Y9&^5N^89GZ9,E%&DGU5JR&^4:P:%$&I?Q/22 M;V429^R30/DV32/QJPU+^-/5]>'MS'J[4L'@RGEYMHQ69,?ME\$NK=L&%9
MQ"G+\IAG2+#EU> :7X24%@$EXM>8/>4[KU$AY8'SK\6;N\75P"EZQ!(VEP5% MI/X]LEN6) 63ZL=?->F@:;,
(W'W]POZN%*_$/$0YN^7);_%"KJ\&XP%:L&6T M3>0]?_J9U8*\@F_.D[S\BYYJK#- \VTN>5H'JQZD<5;]CY[K@=@)4#QP *D# MB![@=@30.H >VX);!
[C'MN#5 :7T8:6]'+@@DM'T4O G) JT8BM>E*-?1JOQ MBK-BHLRD4)_&*DY.9VRETB[1/=MP(>-LA=Z@F9J-BVW"$%^B69E2MD#OXBS* MYG&4H*
(=I*8H"J/YN@Z,'A3\A>MUP&04)_D/BNO++$"O7_V 7J$X0Q_B)%&S M([\<2M7UH@/#>=W-FZJ;I*.;%'W@F5SG*,P6; '$!_;XB25^J(:L&3?R,FXW
MQ$HX8YNWB#H_(N(0%^C/[?'A%)+S_UH/SVY];S!H,XEHR4>/GD1W657#BEKP M^WL%\W>2I?D?4.8K;A?
F+@KE1;Z)YNQJH'IASL0C&TR__P[[SD_0L/=)%O1) M%O9$MI<@MTF0:V.??N8R2J"QK\+\,JQ84QZGQ/'4E'C<'5,3A"=C9Q\4F" ? M>QHH-
$'>V'$;T)XVK]'F'=:&KA=_JF*IZE1X<_3N.4ZE)-#!F- M-:4F9N*[FE 3,Z($UNDW.GVKSH]2,2>BZ_7-L[7Y12T3MP<1 MP4%$:"((A36.&HTCJ\:[3#
(U^PN=R@GE#-(V,EKU?$V<"7&QILZ$X)&N#\ 0 M'Q8X;@2.#PB<\Y0A&3VCC>"/<>&W()%C4X&>01-"=9$FQ-S1OAL9K-*U'IGO-
:HW_1+ZI*K=%URD0\CS+T_O-[M4+V5^52WVBM;T"M;V!?;?HY:5X>];[BGP%;/>'*:^F0+>F4+^V+;3U-K2K'=
ME7;N++#I#C'QL%XH(!0Q%C<314Z>!,S\G3M)H9XQAH/@'!7 MIEOCBNW.]3S_9N4\N=+TR19@P"[K(VE"'@<2>N#B=T''VD)[2RGCERO; $Q
MK;)N30 ([AJZUDT3NYL&G4FX%/:9]L0:]L85]L M^XEJ-P2$?$-[0JR[C9/3U"=;T"M;V!?;?IK:'0ZQ[W Z[0D!=BB.OB,%0"-/ MJP,!
"*NHZ]8$(J2KGK1[F3($0>[QYB3FF=O[Z][DR,P 8#!^KE3"(%(QTD# M:7<$Q'[0>[8U(<#)KWZP!&%T:P)@L*/;,A#4E>?69I,#-OL<;T(UGH?
7]9/(MU_)>-P"]L@6]LH5]L>W_QMQN*^B! MX_5CUSJJ.G/]@!* O-&6[#"Z$4!PG3]1D3;70"U[P+.7NGHP2/T6P"B_X " M0
S=)J1C^TU;2TWM9^QGK7$4.!;7%P 8^3:A!@'+@#&[?AA@>[=WV:RNC32/&WNDEV7-ZBT MYS?XXA8#SP-\$58WQ5KZZN+:ATBLXBQ'"5NJIIRW(Y4-
4=T%]IY(OBDO.SUP M*7E:OERS:,%$ 5"?+SF7+V^*!IH;>=/_%!+ PO4 " "R@%Y9*TW-J_(' M #F3@ &0 'AL+W=O_
MN4O2*,B+E^ERF*U3&2RJ0=%J2!UG-(R",![,+JOV/J6SRV23K\)8?DI)MHFB M(/WW5PECU<#=_#TQDVXO,_+-X:SRW6PE+K!Q1%$8;S]/_A6GXB]
07'/(#6 VAS M #LPP*L'>*?.P.H![-09_'I M?3A=NW5B>-!'LPNT^21I*6ZH)4_5&>_&EV< MKS N-\IMGA:_#8MQ^>Q&/LAX(\F-G"?+.*R"]Y++/
A7V2OR(_ERR\G+%Z_(M"Q+&Y&.X6A6"['*8%U.7@,&\GN;M=AIZ8!J/?$SB_#XC(E[(A6$\MX^?6L8/ MBR7OUDV?
UOV66H&W,X/A#J4&8[G^O3AGFDYSM=G#V[=C*\W2;P*IYW M@,?#+%@N4[D,JO@G=^1I6_SYH9"2][F,LK],4=]RF9E;)KF+;!W,Y=6@R&*9
M3!_D8/;]=^[(^HZ>QO!XZ]@>5?A(<9=?QB M0SSLG]6VR)U.'%W$VZ*1ZS=$HBWR)P[;B;35^;O5^=;5?2ERCER0VSS(I3&O M6(=WW6%(&$?"!
BFQ6"TB\&HI\M_A P.$L:1, &":<$9[X(S/O?RWP[T]Z]L M2EGC\C>)'-JX_-LB;S1JB(1!Q%S7?/E/=JN;6%?W:Y+F]^1-)--P'I"7\MM\ MM5F$\9)H>>&5:?
56<->]AX1Q)$R 8%ITIKOH3'M*#%-D<) PCH0)$$P+CNNH MC^[.N:FA'KE_L=)Q(S.8-*-&8C!H)FXC+Q@T8\^<%MPI6^):U_8N#>*Y>6G6
M@5WW%I3&H32!HNDAH"H$M*>KOP:C0H2D<2A-H&AZB)1O\2MI\22! OB)XJC([!CN^\$9$T#J4) M%$T/E#)U[]2O7 %U=5 :A|($BJ:'2#D[U^I-
K+EBVDX#;O-K!:/(>:;*MFCD MCYNYPB2:F',%5=Z(VKV1]L5"3#Y_D#^([^M95ILR2)QW,IE)./<^(VCG=QU_M#T)I'$H3*)H>(^7QJ-M3FJ!0#PBE<2A-
H&AZB)0'I%8#8TL3]4C]FT6_D0*N MC2HZ:20*@\H;LT8E0YA4;'*@ $&5B:)V$W5BJBC>/%JLL,_4>5]""V)0FD#1 M])@I8TA97ZD#:ABA- ZE"11-#Y$RC-
1>V;.E#O^4RH51U2I=&%2&VH5)=;!X M097CHG;'=7KJ>$:APWX,G75!ER:C=DIV>3 X71^Q3=-Z(T,H; ME"90-+UA2OE+S^DI5WA0>PFE<2A-
H&AZB)2]].PE1NNJ?N7[_-TLAQ"3\N M$5:)OB[ER3R]^OL5RSE$_M4G3(F4FO;/[-KUV)V4KFQR5\.,2897HZU(. MS+,[L&V.*/+

(YR(U9.LBMVSWX*G5%3N^\P:$5OB@-(&BZ8%2=M+KJWG3@YI(M*(U#:0)%TV_L4":2G=W R0R-ET[KU@Y#YZ7?_(+4(*+,:59A3:K]?
C%]A95!O":5Q*$V@:'J(E+=D9W>/LG8[M9_N^$Y.H=+^)0=2^[\0H.I T?&7,?+LQ.\^V6.HL]ODZW\8.+?I!:0)%TR.G M#*??5T^I#[664!J'T@2*IH=
(64O_]Y2O]WAV;Y-Q21JW:9B$+5O4S&(#MZF MXBM?YMM]6P^3.;OGM!ZI/2RG=5>+4=2\]\4@:M_58A0U[VH9[CVW*Y+ILGI@6D;FR2;.
MMT]OVKV[>RC;F^119(WWW[H7UZ[A?>Y>B.TCUQ1^^P2XCT&Z#.,,K.1=,97S M>EP<;[I]J-KV19ZLJZ>&?4WR/(FJ'^]EL)!J*2A^?Y6<8(*&$(! 41(!D
!X;"]W;W)K&ULM5A=;]LV%/TKA%H,+=!$$NWX([,-Y&M8@68-XG9[*/I 2]>6 M4(E42<-W)3$U)E-BKX'/INP7"8Q
MA0>.1)ZFA/^XAH1MIH[O;#L>XU4D=8<[FV1D!7.0GL,'KEINC1+&*5 1,XHX M+*?.E7]YC<#N\Q;lCZ)X5P M1!1_T:8<.^P[*,B%9&D5K#)
(8UK^DJ=J(G8",.X(P%4 +O(NB8HL;XDDLPEG M&\3U:(6F'XI2BVB57$SUPLPE5V]C%2=GCR DSP.9\YBNT$U$^ H$.D-SM?QA MG@!B2[0_YLTM2!
(GXBUZC6**[N,D4=,K)JY4Z6A0-ZBHKTMJW$$]1O>,RDB@ M.QI"N!_QJC+J6O"VEFML!9Q#=HYZWCN$/=Q'G^>WZ,WKMQ;<7CU'O0*W=] < MJ1;P-:
OCRQ)D-H:&\+#KVWEEZC]=E0MMTN1D0"FCM)3@>G,?GOE#[S?+3GW MZYS[-O19E>4[M(!53*E.?$$20@-HR[3$&A186L?KF>]/W'4+_T7-?
V'EW^ZD M]S3(.?]Y>4O6$N%BE[7?SCJH60=6U@?R0SF&;-V,@P;;&?;:Z88UW=!*IQ9? MJ9ZBNZ<@(G0%B- 0?901\+8AHT.NA'-?
WHL#4&&CZSP*,&|Z"=>UQSCZW< M'S/@1&K6.:R*.4?_HK\8EQ&Z2H'' :'HPZ-$?M6S[3]NPK=%W@' MH7%1WVZCQRF\
MMSM(X,C(_Z=B,]0N1^BZ%VT!M#]>V.VJKSNYRK8Z%2^"L=-:^VP.&RL%=NM]0B] MXZ;#=DVY<5AL=]@;QI6>B83GQ&S'.5$5V!@S[K^(F+'5[T]-
V[@Y/M#-#Q(S M;AKZJ&.!C:%CNZ$?(F;=ERK_9 3 5*8*E"O?.AJIN7]Q=E0[*LN#-8,"E96CQ&0$+@>H!ZOV1,;AN: MH+Y%FOT'4$L#!!0 (+*
7EG&PO=V]R:W-H M965T1TMRJ.9&T* M+O!6@:[+DJGO4RSD:N+UO(UBQK/<6(4?1Q7+<([FOKI5)/DM2LI+%)I+ 0H7 M$^^T=S(=6WMG\
(GC2F^MP6;R(.6C%2[3B1=80EA@8BP"H]\2S[H+!#1^+;& M]-J0UG%[O4%_[W*G7!Z8QC-9?.:IR2?>V(,4%ZPNS$RN/N ZGR.+E\A"NR^L
M&MO1L0=)K8TLU\[$H.2B^;.G=1VV',+P&8=P[1 ZWDT@Q_*<&19'2]Y 66M" MLPN7JO,FH3;J3DRMN,C@+&.% M/B#MQPJMEBSGF%%KC(8]X
*N>5%0C77D&^)DD?UD'7_:Q ^?B7\,UU*87,.% M2#']U=^G7-J$PDU"T[3<([5(?2#-Q &X0#NY^>POW?0@=MO"]5WN(-G<&^D M,CFW2"-
:HE>_/I5;QB\ZV X:!D."K_ M[UHIM0$F4I@U@>#+%=G#I<%2?]U%?? "U(]:ZD>=Q;TL*\:5/5"0-$=P%\,&
M8^@P[+!9QF'D+W>$';9AAYUA+VI%TXVZ>:>8T!5UF-E1L2MV)] _5F?4TAR] M9&-'+T!]W%(?_X?
&CO]H;.^WQOI;$XZN8.;FN(9$UL(TPZ[5MD_%:3,A?YHW M[\PUT>!"0X$+<@T.1W2L5#.[&\'(RLW+!VEH^KIE3L\=*FM ^PLIS4:P =H' M-/X!4$L#!!0 (
+* 7EEMA"$!=P4 *0I 9 >&PO=V]R:W-H965T MOSI&>DASN&/\B5H1(\#6F
MB1AY*RG7U[XO9BL28W'!UB115Q:,QUBJ4[[TQ9H3/,\ZQ=2'0=#W8QPEWGB8 M_?;$QT.VD31*R!,'8A/'F'^]) 93M1E[HO?SP,5JN9/J#/QZN\9),B?RT?
N+J MS"]4YE%,$A&Q!'"R&'DWX?6D&Z0=LA:?([(3I6.0#N69L2_IR?U\Y 5I1(22 MF4PEL/JS)1-"::JDXO@O%_6*>Z8=R\F!. M%GA#Y4>V^YWD ^JE>C-
&1?8OV.5M P_.-D*R..^L(HBC9/\7?\V-*'4(NTHG MQW>$1UN<6@GN$R'Y1CTB*4 '3%7"S#>4 +8 1QH]$BPVG,P!EN #CCCXC.F&
M@"@!$Y8(1J,YENKJ+:8XF1$PS=+R[1V1.*+BG;K']D2"J Z^C2] V_?O -O MTMZ/$:7]$8NA+]4(TSC]63Z:V_UHX)'13,GZ J#@/8 ![%9TG]B[WY&9ZAYF
MW9'9W5>^%N;"PER8Z;&3YHKW98?^>5 -P;TDL?BW:I![U6ZU:EK8UV*-9V3D MJ$6"O9H!" MO91$M$RR4L("J*I$@TG6 M0.;^ YS,#RZ<,, :9]-
<="1F6-HO+.VW4HQ]EP8X$C,,&!0&#*PY]0=+/YR8 M@IN8;1)9-=;!JTR&W<-L?]VFWX/5V7Y91';YD[)EBK^T4@5-FH6:OT Y?
[LJ$JEKHR+06CD../9C&&>!(S;1.PV%X MV4X9.$4]5VJF"1KV0BM*U42=J].HTP:Q04ULL"ZQN2N#$UQDCZCQ;(HC-=,_
M394P;&=&R2D_8HVN<&8[43"\UC,)N.^7A%!M=J9DF:&R$]KG#&L24*Y3K MHM<[_%14-$*](_\OAIKGH)WGSDSWTQ,\]OLW?I9M8"/4V
@'[22T4P!TI6:: MH $0UIT>M+!/KF%C'VL3,S;-9; NEYV5SJ<8QNFDG2LUOUM:+_1/08P^CL1-MS-\AS8FHG=5:Y)3\7*F9FVXT^75KK]>>VG;CE/5R M-
=L&(K^TA2[=O_B(^3)*!*!DH?H$%P-50GR_)7!_(MDZVU7WS*1D<7:X(GA. M>-I 75\P)E].THUZQ<;,\?]02P,$% @ LH!>648WU[R0! %!@ !D M
!X;"]W;W)K&ULS5G;;N,V$/T50ET4";")+K[$ M3FT#B:6V 39-$'?;AZ(/C#2VA95$+TG'V:(?WZ$DRY;$R'%7N\A++-%GSG#. MD!P/,]HP_DDL 21YCJ-
$C(VEE*M+TQ3^$F(JSMD*$OQFSGA,);[RA2E6'&B0 M&L61Z5A6WXQIF!B343IVSR,U&A/#+V M2;W3$!1X^494LX"*0@9V2&2S)81T#8
MG/R""TX0F@3D Q,"!'D GRV2\!\("'9[RA+!HC"@$M]G$C\R$K2\6P&G:D4(M@HN:Y-[*ODY.Y70U\YF^ MWKRC"^?KO'O_VWM)C$ZQYCHI7^>H-?
<^76;D1'VQ4_+7!S0B-[B4Q-^Z_&<> MNGH/ZG2]%"OJP]C XU, ?P)C\N,/=M_Z22=^FV1NFV1>2V2E-'6+-'6;V"=7 M,5LG">7P/$ B-'_4I6/-*<^BV&+Q_-
AEV_M5LYFT4]GH>K: MT^1,K=*G_0S5,?:P#'$U-!46KPX9%(B21+U"HMXQ$]V14BG(>HSIRSF%S=
M36]0)\G(;UCT,V5T&F1N>GLSLRH*U!%V18"#"*^.34CB0-4:]Z)M4Q%R^<2;L^R_Y.C99]N-,Z#'$/0[Q&2%F%7;=E MO[5V*Y]07UN.<[D.0EP-I-
IQ:2#5ELO:>WJCOZ[+[\EO*%N@*-8(ZNK/,+3"O/KJ"S%\E6Z1WK M(Y.2Q>GC$F@ 7 'P^SEC^;BB]PRIL#7)$[ES6"KU.[U:"276Y90.>0[ENIOUEPD
M5.E-L1G)G6!TE0]*XA$*@O$HH5$ZR,_RS]Z+^8SO51RE[+T 4>=7FL!C$#? T>>+!Y M]9&)!.1?_GK%(UB^5*!27]\ [^^> E>@"@%
[Z(XUF="SD9*)Y+)C9;%3M\< M=HHZ=OK(=D. @RN D1:AM^ZA]^QI1X.\^'8'C[2]LMC@,IC@'(U[#H&]ZE4 M8]\+5(&_'W0
N%FCULNU"N5%>6""STX2C<2T'2EYX@0V4G3,WHO(A4Q MF=5PG-5P'M[#W2&%L)+X>%KSUA+2X2PLG85.9P_G9!HVTL DA+5<6X."]FS'
M9;;C7MDNJ1#?]+D 3S3>MZ8Z;F:!":ZEVA:$P_94)V6J$V>]M]]3^]R5FG-\ MWWGL2P*8^C7L2LXQ?E\;O/9?C]2GEV!;458XP,)TV./EJ>SS1 M0LR>OK
^QUNC M*1:@4*X$4OMR?8@\> T M!6_I,HHC]:TU1:]]WI>:;=MT>HB]7B*@DQQZF_>D9ILW\ #=]'!6CX7-7@]A M$-1K]$B4G;&! NBF@O8J!?^!XUW-
K=S[S'E2LX^#P0TX]ENV3GSI;=Z3FFW> M QT$TS_]E8(5MD;!M,ZH!=1H1TUZ:A9 R'0V>KGXR$*2P:2I1$7^D5W"K8" M*5>Z1:SV+/NQ-FW-V2N-
^%*SCX'A$7CMMUZ=?-/;O"T 1SD!IS[5!RVN*7E:*_'*.K[4[!OGAG5PX'6. M8D_X4MQBOP0,80-#N!\,'6\EN$E"A-01#S=)J!ID)VM("+M)R%&WJ#55K\3C
M2\TV7WG XY=XL%?B\:5FFS?$@]W$UV[:4X8U; MLO?9N@3U$$,]Q"_U$*_4XTO--F^HA[BIYYQV4D@V;F]-ZNL*G+L^UYIA).)F MI+,:2*%I+?1H/!\I@L*.
(#M?@S7$O7#EV$0\J8FX]]&[."_!.J2R/H;XG9F> MB*4P?PG^(89_2#_^.=Y$2)-K$"+UVFT+@AVU:^'"N.'G;91F,PKCHFKP"5 MDBFPSC_-LG.U9:
(U;Z_@XTO-/A(&?(A?\"%>P<>7FFW>@_]Q@\^/E4$3 M;U#8*%]WD)VW82#B9J"3\S[M&NR5CGRIV0OY#!V%?NDH]$I'OM1L\X:.0C<= M_5
]A\W;0\UZ/A)TR'M460]=K4-_1\4F2]5.:ZU'!<.)G@[BL+3]L*X+E\= MO>!*\21_NV5TQ406H+]?<_WSM-C(%ER7"^SG_P-02P,$% @ LH!>667@ M5'RF @
! H !D !X;"]W;W)K&ULK59=;YLP M%/TK%JNF5MK"5R ?(TAKHFJ16JEJU.YAVH,#-XE5@YEMDN[?SS8$A8Y&K<0+ MV.:>XWNN#W"C
^//8@<@T4M&8:FF?&N+ M@@-.#2BCMN1RQ4E*2PSU'HLPRS/]> V6'F>5:QX4'LMU) MO6#'48&WL +Y6-QS-;,;EI1DD O";@"<"!W$R1EK)FK%G
M/5FF,\O1"0&%1&H&K&Y[F .EFDBE\:?FM)HM-?!T?&2_,=J5EC46,&?T)TGE M;F:-+93"'I=4/K###ZCU!)HO8528*SI4L2//0DDI),MJL,H@(WEUQR]U'4X
M[O -@%<#O/<"_!K@&Z%59D;6 DL<1YP=$-?1BDT/3&T,6JDAN3[%E>3J*5$X M&2]@+=%7M%+N2$L*B&W0#28HT1&1+E8RFM)-ZX^MJ8^^-
C5=0#)#O?$&>XPT[X//S\ 4D"NX:N-^&VZH$ M31V\|@Z>X?//U6&9"\E+Y5&)?MVJ +24D(G?7>(]ME$WFW[UJ]+ "NV]KB _Z/;>]$EO] [O>5TYG05^]
AZ(FMI'#<: MQ[UZ;]RG\)[(6L(GC?!)#]Z;_/=)<_VA\\J[G4'C5]ZS3_[1NC^ZPWQ+&PO=V]R:W-H965TG9!2C9*'Q&??_?V[B_Q7NE'LP5
]E3(THR]+6)UX_LFW4+!S96J MH*257.F"(YEZXYM* \]<4"']. A&?L%%Z26QFUOH)%8[E**$A69F5Q1F?Y/"/VL?>1-
^YWHC2T"8Y1097UR2DF^YN#%25ZZBU M0NI/-]S2A0C:.M!ZKA0>#-NDW16;O !02P,$% @ LH!>65J1^\8S @ MRP0 !D !X;"]W;W)K&UL?
51A3]LP$/TK)V^: M0-I(FA:86!H4*$A@82HV#Y,^^ FU];"CC//TL*_Y^R$J--*\R'VV??>O1?[MDF^M> _)K1()GHVL_%6NBYB))?+E&
(_V);;#FG:5U1A*';I7XQJ&L(LCH)$O3 ML\{58LBCVOUKLA42UK5>._ M\9{]W*)VFZG8B3>%A[4:DUA(2GR1JYPCO38 MW#N.DH&E4@KKVP-
#I=3\7UT<3D)^3'AI*MWYE#<+*P]BD$-]54I$$0:BPI M,$@>-GB%6@SVG@*ZWV\0W;/C<54+:>K.G!K,"HNAOE<_\==@!9]@X@ZP%9U-T5BBIG
MDF21.[L%%[*9+4RBU8AF<:H.AS(GQ[N*<53,<$'P!6Z1")'T'NX0KAY4BN):E MTHI>X&B&))7VQYSV6)?6&,6Y%W(MWR>"W[>< #>$QO_9
MI]CF^QG"VURX1M9XE1P'WAT&Q3%IP^CL_3; :WC0>OX$'O!7P]!&MO6M$]: M!SZ+X-
!PFV(T/D_CDR>;/74G0]W)P;IW\EF9UL#".U:>@=6E9)/OG./D/QE9 MFNZ5D>S@M !P_^K> 502P,$% @ LH!>625&BVD,!0 6BP !D !X;"]W
M;W)K&ULK9IK;]LV%(;_"J$-0PMTT<6W.+,-)-%U M:(:@6;*D9 M94:00B1*1"B_'N :TK0DR3R^-E"MC5D*CX^?Z&Y5>5F9^Y##-4W_3F*Q76KG
M&HEA'1:I^$3W/C05FI2\B*:\^DOV==F)I9&HX()FC5AFD"5Y_1T^-@_B2" Y M_0*K$5C/!>/O"$:-8'2]8-P(QJ>F-
&D$DU,%TT8P/36E62.8G1KAO!&5@RJU_,V3O#3[G6#R;B)U8F7#O2"_ MDC^!9>0C#7/BAE&2)N(;>6>#").4OY>W/]_9Y-W/]Q>ZD"%+H1XU^*L:;WT'
M/R(W-!=;3IP\AKA'[ZKUEU5MZVL]U??*4@+O8'=&1L8'8AG6N">?:[7< MADC*S4H^ZI';IT?ODSMJ^>]%KI2[/U9W[\>2]T]^=.:T1QZ<+I\HC#!JC3^]
M>".5\8.<"U;(MEN0?S[* B00D/%_^WQ>T\;]M+)+NN"L(*E)OL<#NP!M-4O M/YE3X[<^DV"';R8@PES,6$>)LS'A 5(L(Z-QZV-QRIZ;6-X%$F^*1*^K;R<
M4LL[!+%R3IA6I' 0]K(R%_G#L2V6LH;Y\-9R#& M!.NX8]*Z8Z)T1T^W_M]17W_-(XN=PP@-(Y?:91!AC:[F"';$R8@PES,6$> M)LS'A
5(L(ZSIZVSIZC=]Q33QI@P&Q/F8,)<3)B"'?,Q80$2K&/C66OCF;*! MO@D?DZS(R#UE4BD[<1*%,IALJ/M,K&0--3$FS,:$.;,7_?
3,,/HZ:ANNM"0G(Q*LU%I#BK-1:5YJ#0?E19@T;J&/IK_-U^?0$I:0W\@LG6&;%>O1&6T MZ&^?U=#!ML:DV:@TIZ&=,)S42-[J#0?
E19@T;JFM0ZFM=!F/=6HP5;%I-FH M-*>AO3[!Z:+&]5!I/BHMP*)UC7I89#*5D_^K6T8C@)B3-,9X1 5LGDEL;1O MKU51%YD:VK$=QOT-
EXT:V$&EN:@T#Y7FH](":+%K7JX>5)%,]E-1]=1OZQJ:& M#_8NZDH4*LU!I;FH- ^5YJ/2 BQ:U]Z'I3!S@OOFAKKRA4J546D.*LU%I7FH M-
!^5%F#1NH8^K("9RI6)-\SN-L"!T[OJ- 9;%W6]"Y7FONGY>*@Y^*BT (M6 M6U0_VF>8 =M4FU0YB63AKR0(V P 91 !D !X;"]W;W)K M&ULM9A=;YLP%
(;_BL4^U$I=P$!(VB61UE35,FU3 MU:C;Q;0+)YPDJ("9;9).VH^?#93 1MVF\W)1,/A][Z2 M..5C:R-$=F;;?+F!A/ >S2"5;U:4)43((EO:/&- PD*4Q+;K.
(&=D"BU)J/B MV16;C&@NXBB%*X9XGB2$_3R'F.[&%K;N'UQ'ZXU0#^S)*"-KF(.XR:Z8+-FU M2Q@ED/*(IHC!:FR]PV=3W%>"HL:7"':\
<8\4RH+26U68A6/+43V"&)9"61!Y MV<(4XE@YR7[\]$RMNDTE;-[?NU\6\!)F03A,:?PU"L5F; TM%,**Y+&XIKOW M4 $5'5S2F!=_T;ZLV9)? *
MT+)G!=8%$60R8G2'F*HMW=1-,3:%6M)$J9K&N6#R;21U8G(!"X'>H#FD$67H M,Q7 T=$%"!+%_%B^N)E?H*.7QR-;R,:4Q%Y6QN>EL?N \1RR'O*
<$^0ZKM\A MG^KE'_*TEGMMN2T1:TZWYG0+/_\!OZ#G]E\A7F)R6.8,0I06N&$.JI5A%Z/6 M5(78&<_($L:6C"$.; O6Y/4+'#AONX@-F;7XO9K?
]P]W3S/4BY8+H-0H&\? M904T$Y#P[UW@GDEP0V8M<+\&][43/TL%2%>!&!%P@KB0EQ!EP)9R&.2']@N^_M=,1ES@/X7;B])S [8_L;9-+V_(SN?
HU5_]?%S3ZU8KK+E)M&X=.LR&SUG $ M]7 $1M=W8!+GA+B:MVZ%,ALQ:X-C9YQ6. MT8"L[RQFW)KPS>2*FQ\/5>6V&VOP0%V_=/&[X\M2-
^1YX+NLRJL3ZMT"_P) MVX_>_>!)_Q\)%MYG6-ALBH6-YEBFW-KP^RP+Z].L1[8AO?I@5O^OCE;H&DVC*K&PO=V]R:W-H965T<&%&6VJ[C!':&";5&]-
WST<#M(IH7#/D5AE&>:_KB!EFZ'5L;8= M$[)82MUACP8Y7L 4Y$-^SU7+KB@)R8 *PBCB,!];EYV^N*?'FP%?"6S$SC/2 M*YDQ]J@;-
\G0[SECXV:U=KF6$! MURS]1A*Y'%H7%DI@CE>IG+#-)RC7T]6\F*7"_*)-,;;K6RA>"L0*_%/C'3JE;"KK'6@A*06!\7SC+>#K$ M$H\&G&T0UZ,533^8F--
)5=OB=+)T0V-60;H"WX"@4Y#D)BDXATZ M0P_3$)V>O$,GB%'T1]4]0,QL*6RJ95V7/*O"K[[M]#=XS*I4 132"IT4?- M^@\-
>ENMM5JPNUWPE=L(G$)^CCSG/7(=UZ^9SW6S_'9%&^7A\=:],F_\V^3' M?VU]SY=>M7D\P_->X$7S.9C,@)ZW$9I@"6@",:,Q20DV^>/[9Z5$-Q(R\:-N
M#Q5F_'HS.K?VI48YGC&%HJ>0K@:[!&;]!T N=C70#;A(5MPJ(V8>.68'N!]ZO M^TWT;=:0*MP5H# GLBZJ!2,P#'W
K4=GOC.PU[O!:K3SVF#5&/0Z^P:CFC'! MP:3&=1._],;L>:Q;>:S;Z#%U#*I#CIHOY';%B4B(.5KK_-9(>NW7T"8L;!,6 MM0D;MP3;BVU0Q3;X/VDP:#/P:
<+"-F%1F![Q2["]P/>]P/=:2(.-C-=&M?=' M:O(/,ES8IKVHQMYAMFS)7A&!>^/ M2U7+ =<#U/LY8W+;T ;JZG#T&U!+ P04 " "R@%Y9ORD?OV$$ "8$P
M&0 'AL+W=O]\B[$ 7Y,XY5-K*\3NT;;Y:HL3Q'MTAU/Y94U9@H1\91N;[QA&41:4 MQ+;K. ,[022U9I.L[87-)G0O8I+B%P;X/DD0^W>.8WJ<6M Z-
7PAFZU0#?9L MLD,;O,3B=??"Y)M=LD0DP2DG- 4,KZ?6$WP,85\%9(@_"#[RRC-04MXH?5"46!Y)\#7N X5DQR'^4I%;9IPJL/I_8?\[$2S%OB.,%C?\D
MD=A.K9$%(KQ&^UA\H<=?<'$H&^"*QCS[#8X%UK' :L\%38@.8*$I/E?]+4P MHA(@>^@?9ET.]>>&1<@@6831H^,*;1D M4P^UFT]
(ND*E&6@LFO1,:)68A82M(-![>_4<[OP XSL-PBAL%M@ 4BL6Q[M*_+ -S>W($;8 .NOG) 4O";$L'O*PW/)([E[,NVF^KKQ!9RI*H_>U6,:IZ/
MRFT8E0>>:2JV'(1IA"-#?-_>/VZ)MZ5#I4WNR:.YVTJXQ+L>\)QIX#JN;QC/ MXOIPSR3GVWH//]S[A1E>F3->QN=UY2J_]LTV3F=;Z936^$C
MWZ$5GEIRK^.8'; U^_$'.'!^,CG]F63!9Y*%GT1V,2=^.2=^&_OL=WFFD'1% M$PS6C"9@)?.?I'LY34 >*@R)IH68TPXR6G6J'&;C_L0^5!W7(:/!)230(1YT
M+S&ACH&>7V(N5/=+!U?U.U;'&%;!QUJ,YI^Y6Q.#71.N*A)BCH]D- M))Y9\!4/+ARGN_5 4E6@[CG5(2._)D^'Z'.J8Z 'S0]'I<)AJ*Y4@6.
MV0F/HP=TD/.XP3*ADT06%L5A'U1)% %T1"SJ]&"DC:LVP0L=X=7T=W*$ M.L(U;Q^7VL?=VJ7(;TN
L3XI;GV%&S!P7#/@"I[0Q#,RFP"=>?/I.B\SO7F3^=8NLDREL8&I:9.>:%+87I5HJ M? MLLN36OLD9L0V1>Q7@MNY(RY8!9?@V4OPBZR^XY MWJ@0-
,D>MQA%F"F_+ZF5)Q>5 ?E9=SL/U!+ P04 " "R@%Y9HXS&'D8" M !;!0 &0 'AL+W=OP:"[P,("7C M-$FN8L6%CO(LG-

W9/#,M2J'ASC+7*L7MKP5(LY]%P^AX<"^J&OU!G&<-K^ ! M\$MS9\F*>Y92*-!.&,TL;&?1?#A=3+Q_)17X%1(!Z?(5YIUUJN"PC)6[%IPW-9"Q05 M]]OGDK](Z1MIZAI>P"RB3G%@=Q#E+U\,KY+W%P2/>\'CP#XZ(WAMG/OG1WU? MDP];(2CWXSFYX_\@=]++G5RL[^=6;< RLV6BKW1A5,,U*7],.;$@>ZWQJ#1\,'Z.=I_AM02P,$% @ LH!> M66YN6&I$ P]!, T !X;"]S='EL97,N>&ULW5C=3MLP%'Z5R(P)I(FT MS0C-:"MME9 F;1,27.P.N8W36G+LS"%9R^6>9T^U)YE/G*0_^%2,BZTL%8U] M/I_O?#!GA!@&I5D)=C-GS 3+7,AR2.;&%,_"L)S.64[+.U4P:9%,Z9P:.]6S ML"PTHVD)3KD(>YU.'.:42S(:R$5^E9LRF*J%-$,2MZ; W3ZF0]*-WY+ T8U5 MRH;D[N3UMX4REZ\"=S]ZMT<&(.?+X:>3[MN#'J"S_UKQ_D72LD? T)Z6\3-SJ.+54KZAAS3OS.V]ZU>UA7?33(E%P7/R+. M8/EISH)[*H9D3 6?: Y>&7(N ME:YBNPCN>U(OWP&:&0CD0K0">\091H."&L.TO+*3:G%E? 0%]? AV55B%,TU7 MW=XY63M4-QMDHG3*=!NF2QK3:"!8!G(TG\WA;E01 FB,RNT@Y72F)*TT-![U MP-).F1 W\+1^S;:XE]E&Y3I0-]D.K:!ZZ&CQ=EI48C5>\%G,F=N\T\..!K0QB^8*\T?;#1H ME:DU,$V">Z8-GVY:OFM:W+*E:=IF>&:>R]0\]_-\XQ)IJG8%&U[_Y"S_&S% MT<6_DES]5MD5[-58OX(/7>3Y2Q 9'I[(*#E\C?5!Z-!%]E^"R,,L=U@?,C9. M,EOGF-8:P'EQ2+[^5.L@P;3!1>&RWHVYVG*Y*/CC*4W=&+_I- GBM^M3EM&% M,+6\D6>M*NN(1'UJO7X$VRO&[>'51N+RY0M63JNIWHVJ8:!''=BH M]04.N\A5=?D1S,=A?@0P+ ZF /-Q7EB<_VD_? 70_#L.T];U(_7IHS[.RX>, MJP\6Q^^3V,N_TR2)HCC&,CH>>Q6,L;S%,?SXV3!MX('%@4A_EFN\VGB'[.\# MK*;[.@3;*=Z)V$[Q7 /BSQMX) (F_VE@<\,"J@/4.Q/?'@9[R^T015!73ACW! M.)(D& *]Z._1.$:R$\/'7Q_L*8FB)/$C@/D51!&&P-.((Y@"T(A452]!W?> M1V'SG@K7_^<;_0902P,$% @ LH!>69>*NQS $P(L !?3T\$MP>:4#M.*2VBZD8_1!2:5K5N %(MB6/:(7->=I3W;+T]!;X"O.DQQ0FE(2S,.\,W2?S+W M\PPU1>5*(Y5;&GC3Y? YVX$G1H2)8%II%R=.B':5_'0@8$ #B'@ M#P 'AL+W=OPYMC(=NC67[_C)LSLJ/[Q;V+[T#A35K;6KN\-)L1G9G@%=V"^!J.\OV5Y8L1)2N&_3I/TN(6&U4* (6+U!- MDW'"[%8__ZN->-'*<;DLC99RFJ2'BB@GAM M_D\8]7HM2ICILJE!N4,<#4@/J.Q6[&S"%*]AFMSJ/1BVX!OP#X7_P\7>P!]AIM)/:A.E[M3.7O<5RP!]B#:@#!2KU1PM>':*1:(KOE ;PS3>D:@_%BMUMN-F!#.$HI:62G MS,"(/?>S!':G/*>_OT-'N22- +),9K%S(0BDCC>R,.U7J&M@C_]I]>Y0ATLB* M^)L;A9W*LHNYMO85V^&D:HD=K#.KHNR01M=#70O7]BG&59M_?=8 58IN%"D[MD)'UL.#?V- ZR!9CVYW["_Q.VE-HVW4A2=D@CZP%'IZCP]3X;7OD\\M$8CH$\ M&ZZ4'-+(=B 5UIE6990KLLBNH#'#B55&>2.+[(TSU[(+7,E)L*I"0G(|s$D> M/=+M9:04DD562*]]>RDIN621Y=*OX5Y,RC=99-]X'_="48[)(COFMQ(\D(:8 ME&6RR):ALTZX4LHHSV1#+D,Z:Z6,4DTV]&HFX5X(I9H\LFK. <_@EN^>H[G:H M7X28E&KR/ZZ;2[;$=]M& @8TQ*1\DP_AFQDX+F0G'>7D_M<@POD1SQ"3,DX> MV3B_PSSVSA"3,DX>W3B]8CR%,\2D')1'=A")V=V:I1R41W90Z^_.T&9SK3:7 MCV!J3*(A)N6@/+*#>C _<6'8$YU)#[OXD=W# MA%10#BHB.^B(.0? GP%@?S%L#E7!'Z!"3HKHYR^G MO:OSK2LD#3$I]12M>D:G,]4*UD)!=8]_8;&\Y+)<&.8_#GO!Q97?PEDW4MYB MV6>%0Z$Z'=&>CI<_? =02P,$% @ LH!>6?TLU:6N 0 P1L :]H !X M;"]?/L@*.!8*=*@/96UMCS^&W^RUK.O4)7I4)_C_M#$WN54 MG>.\V*?4?#@7U_MP*F._;L+Y=F5;MZZ-N$_$^OM]K .G_7Z^Q3.Z8_![J=NCW$?0BIZJ[+=A30OW*5ZGH[N?I#^ M;7+16V[F1;O<2.%R!RD$:?X@@R#+'^0AR.BOJK01Z M*^JM!'HKZJT$>BOJK01Z*^JM!'H;ZFT$>AOJ;01Z&^IM!'I;9L$0&]#O8U M;T.]C4!O0[V-0&]#O8U ;T.]C4!O0[V-0&^/>GL"O3WJ[0GT]JBW)]#;H]Z> M0&_?V>PFT-NCWIY ;X]Z^W?J'=.U"O'9\UCC\]])=;K=&YZ/OR\?)SOO^!UG M!W_L%K]02P,$% @ LH!>62;ZAZ>U 0 W!L !, !;0V]N=&5N=%]4 M>7!E&ULS9G-;L(P$(1?!>6*B+&=TA\!E[;7ED-?P$TV)"*)+=M0>/LZ MX4=J1.,B*G4NL1+OSHR]TG?)]&UGR VV==6X651X;QX8#QAJ6X\-7[D6XUH/GVB7*TK/WC>AL^NU,TLLE2Y:/"X M+VR]9I$RIBI3Y<,^VS39-Y?1P2$.G5V-*TKCAJ$@8F<=VIV? #0Y]KQNRMLQH ML%#6OZ@Z5+%MQ9S?5>3B?HDS&76>EREE.EW7H25VQI+*7$'DZRK>BP[[G7VX M8=H_^=7^G4R?8:A<6&U)_?7_IG;- :U4V1W_6_=2;?P)02P$" M% ,4 " "R@%Y9!T%-8H$ "Q $ @ $ 9&]C M4')O<',O87!P+GAM;%]+ 0(4 Q0 (+* 7EGQRZ&-[P "L" 1 M " -\ !D;V-0&UL4$L! A0#% @ LH!>6>ZG:UW+!0 NAX !@ M ("!#@@ 'AL+W=O.D # "I"0 & M @(&Z% >&PO=V]R:W-H965T&UL4$L! A0#% M @ LH!>66%;O,K !P 4BD !@ ("!,!@ 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ LH!>62FU@!*2!P *14 !D M ("!/$4 'AL+W=O&PO=V]R:W-H965T M&UL4$L! A0# M% @ LH!>67[N?&SW" *AP !D ("! E4 'AL+W=O M&PO=V]R:W-H965T&UL4$L! A0#% @ LH!>68C, MB9TV P =0@ !D ("!YF@ 'AL+W=O&PO=V]R:W- H965T&UL4$L! A0#% @ LH!>60!ZCZM# @ B@8 !D M ("!#WD 'AL+W=OP >&PO M=V]R:W-H965T V-B@, M /,(9 " @6"& !X;"]W;W)K&UL4$L! A0#% @ LH!>6;M6(?;L! 0 X !D ("! M(8H 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% M @ LH!>6F@ >&PO=V]R:W-H965T !X M;"]W;W)K&UL4$L! A0#% @ LH!>635\0QWD M!0 720 !D ("!1J(_'AL+W=O&PO=V]R:W-H965T?((\P(! + 9 " @=FK !X;"]W;W)K&UL4$L! A0#% @ LH!>6:SX1\L? @ I@0 !D M ("! Z\'AL+W=O&PO=V]R M:W-H965T&UL M4$L! A0#% @ LH!>6<8(*&$(! 41(!D ("!3< M 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ MLH!>648WU[R0! %!@ !D ("!!\T 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ LH!>6&PO=V]R:W-H965T&UL4$L! A0#% @ LH!>63AKR0(V P 91 !D M ("!FN4 'AL+W=O&PO=V]R:W-H M965T&UL4$L! M A0#% @ LH!>6:,,QAY& @ 6P4 !D ("!Z_ 'AL M+W=O&PO / " M <#W !X;"]W;W)K8F]O:RYX;6Q02P$"% ,4 " "R@%Y9_2S5I:X! #! M&P &@ @ 'S^P >&PO7W)E;',O=V]R:V)O;VLN>&UL+G)E M;'-02P$"% ,4 " "R@%Y9)OJ'I[4! #<&P $P @ '9 L_0 6T-O;G1E;G1?5'EP97-=+GAM;%!+!08 -@ V +$. "__P ! end XML 62 Show.js IDEA: XBRL DOCUMENT // Edgar(tm) Renderer was created by staff of the U.S. Securities and Exchange Commission. Data and content created by government employees within the scope of their employment are not subject to domestic copyright protection. 17 U.S.C. 105. var Show={};Show.LastAR=null,Show.showAR=function(a,r,w) {if(Show.LastAR)Show.hideAR();var e=a;while(e&&e.nodeName!='TABLE')e=e.nextSibling;if(!e||e.nodeName!='TABLE'){var ref=((window)? w.document:document).getElementById(r);if(ref){e=ref.cloneNode(!0); e.removeAttribute('id');a.parentNode.appendChild(e)}} if(e)e.style.display='block';Show.LastAR=e};Show.hideAR=function(){Show.LastAR.style.display='none'};Show.toggleNext=function(a){var e=a;while(e.nodeName!='DIV')e=e.nextSibling;if(!e.style){}else if(!e.style.display){}else{var d,p_;if(e.style.display=='none'){d='block';p='-'}else{d='none';p='+'} e.style.display=d;if(a.textContent) {a.textContent=p+a.textContent.substring(1)}else{a.innerText=p+a.innerText.substring(1)}}} XML 63 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 65 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.3 html 211 212 1 false 51 0 false 8 false false R1.htm 0000001 - Document - Cover Page Sheet http://www.xpologistics.com/role/CoverPage Cover Page Cover 1 false false R2.htm 9952151 - Statement - Condensed Consolidated Balance Sheets Sheet http://www.xpologistics.com/role/CondensedConsolidatedBalanceSheets Condensed Consolidated Balance Sheets Statements 2 false false R3.htm 9952152 - Statement - Condensed Consolidated Balance Sheets (Parenthetical) Sheet http://www.xpologistics.com/role/CondensedConsolidatedBalanceSheetsParenthetical Condensed Consolidated Balance Sheets (Parenthetical) Statements 3 false false R4.htm 9952153 - Statement - Condensed Consolidated Statements of Income Sheet http://www.xpologistics.com/role/CondensedConsolidatedStatementsofIncome Condensed Consolidated Statements of Income Statements 4 false false R5.htm 9952154 - Statement - Condensed Consolidated Statements of Comprehensive Income Sheet http://www.xpologistics.com/role/CondensedConsolidatedStatementsofComprehensiveIncome Condensed Consolidated Statements of Comprehensive Income Statements 5 false false R6.htm 9952155 - Statement - Condensed Consolidated Statements of Comprehensive Income (Parenthetical) Sheet http://www.xpologistics.com/role/CondensedConsolidatedStatementsofComprehensiveIncomeParenthetical Condensed Consolidated Statements of Comprehensive Income (Parenthetical) Statements 6 false false R7.htm 9952156 - Statement - Condensed Consolidated Statements of Cash Flows Sheet http://www.xpologistics.com/role/CondensedConsolidatedStatementsofCashFlows Condensed Consolidated Statements of Cash Flows Statements 7 false false R8.htm 9952157 - Statement - Condensed Consolidated Statements of Changes in Equity Sheet http://www.xpologistics.com/role/CondensedConsolidatedStatementsofChangesinEquity Condensed Consolidated Statements of Changes in Equity Statements 8 false false R9.htm 9952158 - Disclosure - Organization, Description of Business and Basis of Presentation Sheet http://www.xpologistics.com/role/OrganizationDescriptionofBusinessandBasisofPresentation Organization, Description of Business and Basis of Presentation Notes 9 false false R10.htm 9952159 - Disclosure - Segment Reporting Sheet http://www.xpologistics.com/role/SegmentReporting Segment Reporting Notes 10 false false R11.htm 9952160 - Disclosure - Revenue Recognition Sheet http://www.xpologistics.com/role/RevenueRecognition Revenue Recognition Notes 11 false false R12.htm 9952161 - Disclosure - Restructuring Charges Sheet http://www.xpologistics.com/role/RestructuringCharges Restructuring Charges Notes 12 false false R13.htm 9952162 - Disclosure - Derivative Instruments Sheet http://www.xpologistics.com/role/DerivativeInstruments Derivative Instruments Notes 13 false false R14.htm 9952163 - Disclosure - Debt Sheet http://www.xpologistics.com/role/Debt Debt Notes 14 false false R15.htm 9952164 - Disclosure - Income Taxes Sheet http://www.xpologistics.com/role/IncomeTaxes Income Taxes Notes 15 false false R16.htm 9952165 - Disclosure - Earnings (Loss) per Share Sheet http://www.xpologistics.com/role/EarningsLossperShare Earnings (Loss) per Share Notes 16 false false R17.htm 9952166 - Disclosure - Commitments and Contingencies Sheet http://www.xpologistics.com/role/CommitmentsandContingencies Commitments and Contingencies Notes 17 false false R18.htm 995410 - Disclosure - Pay vs Performance Disclosure Sheet http://xbrl.sec.gov/ecd/role/PvpDisclosure Pay vs Performance Disclosure Notes 18 false false R19.htm 995445 - Disclosure - Insider Trading Arrangements Sheet http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements Insider Trading Arrangements Notes 19 false false R20.htm 9954471 - Disclosure - Organization, Description of Business and Basis of Presentation (Policies) Sheet http://www.xpologistics.com/role/OrganizationDescriptionofBusinessandBasisofPresentationPolicies Organization, Description of Business and Basis of Presentation (Policies) Policies 20 false false R21.htm 9954472 - Disclosure - Organization, Description of Business and Basis of Presentation (Tables) Sheet http://www.xpologistics.com/role/OrganizationDescriptionofBusinessandBasisofPresentationTables Organization,

Description of Business and Basis of Presentation (Tables) Tables
http://www.xpologistics.com/role/OrganizationDescriptionofBusinessandBasisofPresentation 21 false false R22.htm 9954473 - Disclosure - Segment Reporting (Tables) Sheet http://www.xpologistics.com/role/SegmentReportingTables Segment Reporting (Tables) Tables
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http://www.xpologistics.com/role/RevenueRecognitionTables Revenue Recognition (Tables) Tables
http://www.xpologistics.com/role/RevenueRecognition 23 false false R24.htm 9954475 - Disclosure - Restructuring Charges (Tables) Sheet
http://www.xpologistics.com/role/RestructuringChargesTables Restructuring Charges (Tables) Tables
http://www.xpologistics.com/role/RestructuringCharges 24 false false R25.htm 9954476 - Disclosure - Derivative Instruments (Tables) Sheet
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http://www.xpologistics.com/role/DerivativeInstruments 25 false false R26.htm 9954477 - Disclosure - Debt (Tables) Sheet
http://www.xpologistics.com/role/DebtTables Debt (Tables) Tables http://www.xpologistics.com/role/Debt 26 false false R27.htm 9954478 - Disclosure - Earnings (Loss) per Share (Tables) Sheet http://www.xpologistics.com/role/EarningsLossperShareTables Earnings (Loss) per Share (Tables) Tables http://www.xpologistics.com/role/EarningsLossperShare 27 false false R28.htm 9954479 - Disclosure - Organization, Description of Business and Basis of Presentation - Narrative (Details) Sheet
http://www.xpologistics.com/role/OrganizationDescriptionofBusinessandBasisofPresentationNarrativeDetails Organization, Description of Business and Basis of Presentation - Narrative (Details) Details
http://www.xpologistics.com/role/OrganizationDescriptionofBusinessandBasisofPresentationTables 28 false false R29.htm 9954480 - Disclosure - Organization, Description of Business and Basis of Presentation - Schedule of Accounts Receivable Securitization and Factoring Programs (Details) Sheet
http://www.xpologistics.com/role/OrganizationDescriptionofBusinessandBasisofPresentationScheduleofAccountsReceivableSecuritizationandFactoriı
Organization, Description of Business and Basis of Presentation - Schedule of Accounts Receivable Securitization and Factoring Programs (Details) Details 29 false false R30.htm 9954481 - Disclosure - Organization, Description of Business and Basis of Presentation - Schedule of Fair Value Hierarchy of Cash Equivalents (Details) Sheet
http://www.xpologistics.com/role/OrganizationDescriptionofBusinessandBasisofPresentationScheduleofFairValueHierarchyofCashEquivalentsDetails
Organization, Description of Business and Basis of Presentation - Schedule of Fair Value Hierarchy of Cash Equivalents (Details) Details 30 false false R31.htm 9954482 - Disclosure - Segment Reporting - Narrative (Details) Sheet
http://www.xpologistics.com/role/SegmentReportingNarrativeDetails Segment Reporting - Narrative (Details) Details 31 false false R32.htm 9954483 - Disclosure - Segment Reporting - Schedule of Selected Financial Data for Each Reportable Segment (Details) Sheet
http://www.xpologistics.com/role/SegmentReportingScheduleofSelectedFinancialDataforEachReportableSegmentDetails Segment Reporting - Schedule of Selected Financial Data for Each Reportable Segment (Details) Details 32 false false R33.htm 9954484 - Disclosure - Revenue Recognition (Details) Sheet http://www.xpologistics.com/role/RevenueRecognitionDetails Revenue Recognition (Details) Details
http://www.xpologistics.com/role/RevenueRecognitionTables 33 false false R34.htm 9954485 - Disclosure - Restructuring Charges - Schedule of Restructuring (Details) Sheet http://www.xpologistics.com/role/RestructuringChargesScheduleofRestructuringDetails Restructuring Charges - Schedule of Restructuring (Details) Details 34 false false R35.htm 9954486 - Disclosure - Restructuring Charges - Narrative (Details) Sheet
http://www.xpologistics.com/role/RestructuringChargesNarrativeDetails Restructuring Charges - Narrative (Details) Details 35 false false R36.htm 9954487 - Disclosure - Derivative Instruments - Schedule of Derivative Instruments Measured at Fair Value in Consolidated Balance Sheet (Details) Sheet
http://www.xpologistics.com/role/DerivativeInstrumentsScheduleofDerivativeInstrumentsMeasuredatFairValueinConsolidatedBalanceSheetDetails
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gaap:NetIncomeLossFromContinuingOperationsAvailableToCommonShareholdersBasic", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": ["span", "td", "tr", "table", "div", "ix:continuation", "us-gaap:ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock", "body", "html"], "reportCount": 1, "baseRef": "xpo-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-5", "name": "us-gaap:NetIncomeLossFromContinuingOperationsAvailableToCommonShareholdersBasic", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": ["span", "td", "tr", "table", "div", "ix:continuation", "us-gaap:ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock", "body", "html"], "reportCount": 1, "baseRef": "xpo-20240930.htm", "first": true, "unique": true } } }, "R46": { "role": "http://www.xpologistics.com/role/CommitmentandContingenciesDetails", "longName": "9954497 - Disclosure - Commitment and Contingencies (Details)", "shortName": "Commitment and Contingencies (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "46", "firstAnchor": { "contextRef": "c-211", "name": "xpo:NumberOfInsuranceCompaniesInvolvedInCase", "unitRef": "claimant", "xsiNil": "false", "lang": "en-US", "decimals": "INF", "ancestors": ["span", "div", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "xpo-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-211", "name": "xpo:NumberOfInsuranceCompaniesInvolvedInCase", "unitRef": "claimant", "xsiNil": "false", "lang": "en-US", "decimals": "INF", "ancestors": ["span", "div", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "xpo-20240930.htm", "first": true, "unique": true } } }, "tag": { "xpo_A7.125SeniorNotesDue2032Member": { "xbrltype": "domainItemType", "nsuri": "http://www.xpologistics.com/20240930", "localname": "A7.125SeniorNotesDue2032Member", "presentation": ["http://www.xpologistics.com/role/DebtScheduleofLongTermDebtDetails"], "lang": { "en-us": { "role": { "terseLabel": "7.125% senior notes due 2032", "label": "7.125% Senior Notes Due 2032 [Member]", "documentation": "7.125% Senior Notes Due 2032" } } }, "auth_ref": [] }, "xpo_ABLFacilityMember": { "xbrltype": "domainItemType", "nsuri": "http://www.xpologistics.com/20240930", "localname": "ABLFacilityMember", "presentation": ["http://www.xpologistics.com/role/DebtABLFacilityNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "ABL facility", "label": "ABL Facility [Member]", "documentation": "ABL Facility [Member]" } } }, "auth_ref": [] }, "us-gaap_AccountsPayableCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsPayableCurrent", "crdr": "credit", "calculation": { "http://www.xpologistics.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.xpologistics.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Accounts payable", "label": "Accounts Payable, Current", "documentation": "Carrying value as of the balance sheet date of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r59", "r674"] }, "us-gaap_AccountsReceivableNetCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsReceivableNetCurrent", "crdr": "debit", "calculation": { "http://www.xpologistics.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.xpologistics.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Accounts receivable, net of allowances of $46 and $45, respectively", "label": "Accounts Receivable, after Allowance for Credit Loss, Current", "documentation": "Amount, after allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business, classified as current." } } }, "auth_ref": ["r820"] }, "xpo_AccountsReceivableSoldInFactoringPrograms": { "xbrltype": "monetaryItemType", "nsuri": "http://www.xpologistics.com/20240930", "localname": "AccountsReceivableSoldInFactoringPrograms", "crdr": "credit", "presentation": ["http://www.xpologistics.com/role/OrganizationDescriptionofBusinessandBasisofPresentationScheduleofAccountsReceivableSecuritizationandFactori], "lang": { "en-us": { "role": { "terseLabel": "Receivables sold in period", "label": "Accounts Receivable Sold In Factoring Programs", "documentation": "Accounts Receivable From Factoring" } } }, "auth_ref": [] }, "xpo_AccountsReceivableSoldInSecuritizationProgram": { "xbrltype": "monetaryItemType", "nsuri": "http://www.xpologistics.com/20240930", "localname": "AccountsReceivableSoldInSecuritizationProgram", "crdr": "credit", "presentation": ["http://www.xpologistics.com/role/OrganizationDescriptionofBusinessandBasisofPresentationScheduleofAccountsReceivableSecuritizationandFactori], "lang": { "en-us": { "role": { "terseLabel": "Receivables sold in period", "label": "Accounts Receivable Sold In Securitization Program", "documentation": "Accounts Receivable Sold In Securitization Program" } } }, "auth_ref": [] }, "us-gaap_AccretionExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccretionExpense", "crdr": "debit", "calculation": { "http://www.xpologistics.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivitiesContinuingOperations", "weight": 1.0, "order": 6.0 } }, "presentation": ["http://www.xpologistics.com/role/CondensedConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Accretion of debt", "label": "Accretion Expense", "documentation": "Amount recognized for the passage of time, typically for liabilities, that have been discounted to their net present values. Excludes accretion associated with asset retirement obligations." } } }, "auth_ref": ["r649", "r831"] }, "us-gaap_AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment", "crdr": "credit", "presentation": ["http://www.xpologistics.com/role/CondensedConsolidatedBalanceSheetsParenthetical"], "lang": { "en-us": { "role": { "terseLabel": "Property and equipment, accumulated depreciation", "label": "Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment", "documentation": "Amount of accumulated depreciation, depletion and amortization for physical assets used in the normal conduct of business to produce goods and services." } } }, "auth_ref": ["r26", "r126", "r521"] }, "us-gaap_AccumulatedOtherComprehensiveIncomeLossNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeLossNetOfTax", "crdr": "credit", "calculation": { "http://www.xpologistics.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.xpologistics.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Accumulated other comprehensive loss", "label": "Accumulated Other Comprehensive Income (Loss), Net of Tax", "documentation": "Amount, after tax, of accumulated increase (decrease) in equity from transaction and other event and circumstance from nonowner source." } } }, "auth_ref": ["r14", "r15", "r77", "r133", "r517", "r546", "r547"] }, "us-gaap_AccumulatedOtherComprehensiveIncomeMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeMember", "presentation": ["http://www.xpologistics.com/role/CondensedConsolidatedStatementsofChangesinEquity"], "lang": { "en-us": { "role": { "terseLabel": "Accumulated Other Comprehensive Loss", "label": "AOCI Attributable to Parent [Member]", "documentation": "Accumulated increase (decrease) in equity from transactions and other events and circumstances from non-owner sources, attributable to the parent. Excludes net income (loss), and accumulated changes in equity from transactions resulting from investments by owners and distributions to owners." } } }, "auth_ref": ["r1", "r7", "r15", "r424", "r427", "r464", "r542", "r543", "r788", "r789", "r790", "r808", "r809", "r810", "r811"] }, "ecd_Additional402vDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Additional402vDisclosureTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Additional 402(v) Disclosure", "label": "Additional 402(v) Disclosure [Text Block]" } } }, "auth_ref": ["r734"] }, "us-gaap_AdditionalPaidInCapital": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapital", "crdr": "credit", "calculation": { "http://www.xpologistics.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.xpologistics.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Additional paid-in capital", "label": "Additional Paid in Capital", "documentation": "Amount of excess of issue price over par or stated value of stock and from other transaction involving stock or stockholder. Includes, but is not limited to, additional paid-in capital (APIC) for common and preferred stock." } } }, "auth_ref": ["r71", "r674", "r909"] }, "us-gaap_AdditionalPaidInCapitalMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapitalMember", "presentation": ["http://www.xpologistics.com/role/CondensedConsolidatedStatementsofChangesinEquity"], "lang": { "en-us": { "role": { "terseLabel": "Additional Paid-In Capital", "label": "Additional Paid-in Capital [Member]", "documentation": "Excess of issue price over par or stated value of the entity's capital stock and amounts received from other transactions involving the entity's stock or stockholders." } } }, "auth_ref": ["r554", "r808", "r809", "r810", "r811", "r849", "r910"] }, "ecd_AdjToCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Adjustment to Compensation, Amount", "label": "Adjustment to Compensation Amount" } } }, "auth_ref": ["r747"] }, "ecd_AdjToCompAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToCompAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Adjustment to Compensation:", "label": "Adjustment to Compensation [Axis]" } } }, "auth_ref": ["r747"] }, "ecd_AdjToNonPeoNeoCompFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToNonPeoNeoCompFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Adjustment to Non-PEO NEO Compensation Footnote", "label": "Adjustment to Non-PEO NEO Compensation Footnote [Text Block]" } } }, "auth_ref": ["r747"] }, "ecd_AdjToPeoCompFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToPeoCompFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Adjustment To PEO Compensation, Footnote", "label": "Adjustment To PEO Compensation, Footnote [Text Block]" } } }, "auth_ref": ["r747"] }, "xpo_AdjustedEarningsBeforeInterestTaxesDepreciationAmortization": { "xbrltype": "monetaryItemType", "nsuri": "http://www.xpologistics.com/20240930", "localname": "AdjustedEarningsBeforeInterestTaxesDepreciationAmortization", "crdr": "credit", "calculation": { "http://www.xpologistics.com/role/SegmentReportingScheduleofSelectedFinancialDataforEachReportableSegmentDetails": { "parentTag": "us-gaap_IncomeLossFromContinuingOperations", "weight": 1.0, "order": 6.0 } }, "presentation": ["http://www.xpologistics.com/role/SegmentReportingScheduleofSelectedFinancialDataforEachReportableSegmentDetails"], "lang": { "en-us": { "role": { "terseLabel": "Total Adjusted EBITDA", "label": "Adjusted Earnings Before Interest Taxes Depreciation Amortization", "documentation":

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Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation." } } }, "auth_ref": ["r20", "r125", "r630"] }, "us-gaap_CashAndCashEquivalentsFairValueDisclosure": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsFairValueDisclosure", "crdr": "debit", "presentation": ["http://www.xpologistics.com/role/OrganizationDescriptionofBusinessandBasisofPresentationScheduleofFairValueHierarchyofCashEquivalentsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Cash equivalents", "label": "Cash and Cash Equivalents, Fair Value Disclosure", "documentation": "Fair value portion of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. 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issue, own-share lending arrangements and any other contractual agreement to repay funds, and about the underlying arrangements, rationale for
a classification as long-term, including repayment terms, interest rates, collateral provided, restrictions on use of assets and activities, whether or
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For a 2006 annual report, which may also provide financial information from prior periods, fiscal 2006 should be given as the fiscal year focus. Example: 2006." } } }, "auth_ref": [] }, "dei_DocumentPeriodEndDate": { "xbrltype": "dateItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentPeriodEndDate", "presentation": ["http://www.xpologistics.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Document Period End Date", "label": "Document Period End Date", "documentation": "For the EDGAR submission types of Form 8-K: the date of the report, the date of the earliest event reported; for the EDGAR submission types of Form N-1A: the filing date; for all other submission types: the end of the reporting or transition period. The format of the date is YYYY-MM-DD." } } }, "auth_ref": [] }, "dei_DocumentQuarterlyReport": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentQuarterlyReport", "presentation": ["http://www.xpologistics.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Document Quarterly Report", "label": "Document Quarterly Report", "documentation": "Boolean flag that is true only for a form used as an quarterly report." } } }, "auth_ref": ["r701"] }, "dei_DocumentTransitionReport": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentTransitionReport", "presentation": ["http://www.xpologistics.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Document Transition Report", "label": "Document Transition Report", "documentation": "Boolean flag that is true only for a form used as a transition report." } } }, "auth_ref": ["r733"] }, "dei_DocumentType": { "xbrltype": "submissionTypeItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentType", "presentation": ["http://www.xpologistics.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Document Type", "label": "Document Type", "documentation": "The type of document being provided (such as 10-K, 10-Q, 485BPOS, etc). The document type is limited to the same value as the supporting SEC submission type, or the word 'Other'." } } }, "auth_ref": [] }, "ecd_DvddsOrOthrErngsPdOnEqtyAwrdsNtOthrwsRfletdInTtlCompForCvrdYrMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "DvddsOrOthrErngsPdOnEqtyAwrdsNtOthrwsRfletdInTtlCompForCvrdYrMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year", "label": "Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year [Member]" } } }, "auth_ref": ["r744"] }, "us-gaap_EarningsPerShareAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareAbstract", "presentation": ["http://www.xpologistics.com/role/CondensedConsolidatedStatementsofIncome"], "lang": { "en-us": { "role": { "terseLabel": "Earnings (loss) per share data", "label": "Earnings Per Share [Abstract]" } } }, "auth_ref": [] }, "us-gaap_EarningsPerShareBasic": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareBasic", "calculation": { "http://www.xpologistics.com/role/CondensedConsolidatedStatementsofIncome": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.xpologistics.com/role/CondensedConsolidatedStatementsofIncome", "http://www.xpologistics.com/role/EarningsLossperShareDetails"], "lang": { "en-us": { "role": { "totalLabel": "Basic earnings per share (in dollars per share)", "label": "Earnings Per Share, Basic", "documentation": "The amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period." } } }, "auth_ref": ["r153", "r174", "r175", "r176", "r177", "r178", "r179", "r184", "r187", "r194", "r195", "r196", "r200", "r410", "r413", "r431", "r432", "r509", "r529", "r634"] }, "us-gaap_EarningsPerShareDiluted": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareDiluted", "calculation": { "http://www.xpologistics.com/role/CondensedConsolidatedStatementsofIncome": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.xpologistics.com/role/CondensedConsolidatedStatementsofIncome", "http://www.xpologistics.com/role/EarningsLossperShareDetails"], "lang": { "en-us": { "role": { "totalLabel": "Diluted earnings per share (in dollars per share)", "label": "Earnings Per Share, Diluted", "documentation": "The amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period." } } }, "auth_ref": ["r153", "r174", "r175", "r176", "r177", "r178", "r179", "r187", "r194", "r195", "r196", "r200", "r410", "r413", "r431", "r432", "r509", "r529", "r634"] }, "us-gaap_EarningsPerShareTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareTextBlock", "presentation": ["http://www.xpologistics.com/role/EarningsLossperShare"], "lang": { "en-us": { "role": { "terseLabel": "Earnings (Loss) per Share", "label": "Earnings Per Share [Text Block]", "documentation": "The entire disclosure for earnings per share." } } }, "auth_ref": ["r183", "r197", "r198", "r199"] }, "us-gaap_EffectOfExchangeRateOnCashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EffectOfExchangeRateOnCashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents", "crdr": "debit", "calculation": { "http://www.xpologistics.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.xpologistics.com/role/CondensedConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Effect of exchange rates on cash, cash equivalents and restricted cash", "label": "Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Continuing Operations", "documentation": "Amount of increase (decrease) from effect of exchange rate changes on cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; held in foreign currencies. Excludes amounts for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r447"] }, "us-gaap_EffectiveIncomeTaxRateReconciliationLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EffectiveIncomeTaxRateReconciliationLineItems", "presentation": ["http://www.xpologistics.com/role/IncomeTaxesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Effective Income Tax Rate Reconciliation [Line Items]", "label": "Effective Income Tax Rate Reconciliation [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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It is commonly abbreviated as CIK." } } }, "auth_ref": ["r699"] }, "dei_EntityCommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCommonStockSharesOutstanding", "presentation": ["http://www.xpologistics.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Common Stock, Shares Outstanding", "label": "Entity Common Stock, Shares Outstanding", "documentation": "Indicate number of shares or other units outstanding of each of registrant's classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument." } } }, "auth_ref": [] }, "dei_EntityCurrentReportingStatus": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCurrentReportingStatus", "presentation": ["http://www.xpologistics.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Current Reporting Status", "label": "Entity Current Reporting Status", "documentation": "Indicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": [] }, "dei_EntityEmergingGrowthCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityEmergingGrowthCompany", "presentation": ["http://www.xpologistics.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Emerging Growth Company", "label": "Entity Emerging Growth Company", "documentation": "Indicate if registrant meets the emerging growth company criteria." } } }, "auth_ref": ["r699"] }, "dei_EntityFileNumber": { "xbrltype": "fileNumberItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFileNumber", "presentation": ["http://www.xpologistics.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity File Number", "label": "Entity File Number", "documentation": "Commission file number. The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen." } } }, "auth_ref": [] }, "dei_EntityFilerCategory": { "xbrltype": "filerCategoryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFilerCategory", "presentation": ["http://www.xpologistics.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Filer Category", "label": "Entity Filer Category", "documentation": "Indicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": ["r699"] }, "dei_EntityIncorporationStateCountryCode": { "xbrltype": "edgarStateCountryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityIncorporationStateCountryCode", "presentation": ["http://www.xpologistics.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Incorporation, State or Country Code", "label": "Entity Incorporation, State or Country Code", "documentation": "Two-character EDGAR code representing the state or country of incorporation." } } }, "auth_ref": [] }, "dei_EntityInteractiveDataCurrent": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityInteractiveDataCurrent", "presentation": ["http://www.xpologistics.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Interactive Data Current", "label": "Entity Interactive Data 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Includes, but is not limited to, the income (loss) from operations during the phase-out period, gain (loss) on disposal, gain (loss) for reversal of write-down (write-down) to fair value, less cost to sell, and adjustments to a prior period gain (loss) on disposal." } } }, "auth_ref": ["r51", "r52", "r53", "r54", "r55", "r56", "r58", "r97"] }, "us-gaap_IncomeLossFromDiscontinuedOperationsNetOfTaxPerBasicShare": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeLossFromDiscontinuedOperationsNetOfTaxPerBasicShare", "calculation": { "http://www.xpologistics.com/role/CondensedConsolidatedStatementsofIncome": { "parentTag": "us-gaap_EarningsPerShareBasic", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.xpologistics.com/role/CondensedConsolidatedStatementsofIncome", "http://www.xpologistics.com/role/EarningsLossperShareDetails"], "lang": { "en-us": { "role": { "terseLabel": "Basic loss per share from discontinued operations (in 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These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r292", "r293", "r294", "r295", "r385", "r650", "r834", "r835"] }, "us-gaap_LossContingenciesTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LossContingenciesTable", "presentation": ["http://www.xpologistics.com/role/CommitmentandContingenciesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Loss Contingencies [Table]", "label": "Loss Contingencies [Table]", "documentation": "Disclosure of information about loss contingency. Excludes environmental contingency,

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Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit." } } }, "auth_ref": ["r158"] }, "us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInFinancingActivitiesAbstract", "presentation": ["http://www.xpologistics.com/role/CondensedConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Cash flows from financing activities of continuing operations", "label": "Net Cash Provided by (Used in) Financing Activities [Abstract]" } } }, "auth_ref": [] }, "us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivitiesAbstract", "presentation": ["http://www.xpologistics.com/role/CondensedConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Cash flows from investing activities of continuing operations", "label": "Net Cash Provided by (Used in) Investing Activities [Abstract]" } } }, "auth_ref": [] }, "us-gaap_NetCashProvidedByUsedInInvestingActivitiesContinuingOperations": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivitiesContinuingOperations", "crdr": "debit", "calculation": { "http://www.xpologistics.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.xpologistics.com/role/CondensedConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "totalLabel": "Net cash used in investing activities from continuing operations", "label": "Net Cash Provided by (Used in) Investing Activities, Continuing Operations", "documentation": "Amount of cash inflow (outflow) of investing activities, excluding discontinued operations. Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets." } } }, "auth_ref": ["r799"] }, "us-gaap_NetCashProvidedByUsedInOperatingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInOperatingActivitiesAbstract", "presentation": ["http://www.xpologistics.com/role/CondensedConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Cash flows from operating activities of continuing operations", "label": "Net Cash Provided by (Used in) Operating Activities [Abstract]" } } }, "auth_ref": [] }, "us-gaap_NetCashProvidedByUsedInOperatingActivitiesContinuingOperations": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInOperatingActivitiesContinuingOperations", "calculation": { "http://www.xpologistics.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.xpologistics.com/role/CondensedConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "totalLabel": "Net cash provided by operating activities from continuing operations", "label": "Net Cash Provided by (Used in) Operating Activities, Continuing Operations", "documentation": "Amount of cash inflow (outflow) from operating activities, excluding discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities." } } }, "auth_ref": ["r86", "r87", "r88"] }, "us-gaap_NetIncomeLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetIncomeLoss", "crdr": "credit", "calculation": { "http://www.xpologistics.com/role/CondensedConsolidatedStatementsofIncome": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.xpologistics.com/role/CondensedConsolidatedStatementsofChangesinEquity", "http://www.xpologistics.com/role/CondensedConsolidatedStatementsofIncome", "http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "totalLabel": "Net income", "netLabel": "Net income", "terseLabel": "Net Income (Loss)", "label": "Net Income (Loss) Attributable to Parent", "documentation": "The portion of profit or loss for the period, net of income taxes, which is attributable to 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"documentation": "Disclosure of accounting policy pertaining to new accounting pronouncements that may impact the entity's financial reporting. Includes, but is not limited to, quantification of the expected or actual impact." } } }, "auth_ref": [] }, "xpo_NewTermLoanFacilityMember": { "xbrltype": "domainItemType", "nsuri": "http://www.xpologistics.com/20240930", "localname": "NewTermLoanFacilityMember", "presentation": ["http://www.xpologistics.com/role/DebtScheduleofLongTermDebtDetails", "http://www.xpologistics.com/role/DebtTermLoanFacilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "New Term Loan Facility", "label": "New Term Loan Facility [Member]", "documentation": "Term Loan Facility [Member]" } } }, "auth_ref": [] }, "xpo_NewTermLoanMember": { "xbrltype": "domainItemType", "nsuri": "http://www.xpologistics.com/20240930", "localname": "NewTermLoanMember", "presentation": ["http://www.xpologistics.com/role/DebtTermLoanFacilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "New Term Loan", "label": "New Term Loan [Member]", "documentation": "New Term Loan" } } }, "auth_ref": [] }, 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A reportable segment is a component of an entity for which there is an accounting requirement to report separate financial information on that component in the entity's financial statements." } } }, "auth_ref": ["r636", "r646", "r814"] }, "xpo_NumberOfServiceCentersAcquired": { "xbrltype": "integerItemType", "nsuri": "http://www.xpologistics.com/20240930", "localname": "NumberOfServiceCentersAcquired", "presentation": ["http://www.xpologistics.com/role/OrganizationDescriptionofBusinessandBasisofPresentationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Number of assets acquired", "label": "Number of Service Centers Acquired", "documentation": "Number of Service Centers Acquired" } } }, "auth_ref": [] }, "us-gaap_OperatingCostsAndExpenses": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingCostsAndExpenses", "crdr": "debit", "calculation": { "http://www.xpologistics.com/role/CondensedConsolidatedStatementsofIncome": { "parentTag": "us-gaap_OperatingIncomeLoss", "weight": -1.0, "order": 8.0 } }, "presentation": ["http://www.xpologistics.com/role/CondensedConsolidatedStatementsofIncome"], "lang": { "en-us": { "role": { "terseLabel": "Fuel, operating expenses and supplies", "label": "Operating Costs and Expenses", "documentation": "Generally recurring costs associated with normal operations except for the portion of these expenses which can be clearly related to production and included in cost of sales or services. Excludes Selling, General and Administrative Expense." } } }, "auth_ref": [] }, "us-gaap_OperatingIncomeLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingIncomeLoss", "crdr": "credit", "calculation": { "http://www.xpologistics.com/role/CondensedConsolidatedStatementsofIncome": { "parentTag": "us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.xpologistics.com/role/CondensedConsolidatedStatementsofIncome"], "lang": { "en-us": { "role": { "totalLabel": "Operating income", "label": "Operating Income (Loss)", "documentation": "The net result for the period of deducting operating expenses from operating revenues." } } }, "auth_ref": ["r112", "r635", "r813", "r815", "r817", "r818", "r819"] }, "us-gaap_OperatingLeaseImpairmentLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": 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Excludes payments associated with a discontinued operation or an asset retirement obligation." } } }, "auth_ref": ["r281", "r798"] }, "us-gaap_PaymentsOfDebtIssuanceCosts": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaymentsOfDebtIssuanceCosts", "crdr": "credit", "calculation": { "http://www.xpologistics.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": -1.0, "order": 5.0 } }, "presentation": ["http://www.xpologistics.com/role/CondensedConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "negatedLabel": "Payment for debt issuance costs", "label": "Payments of Debt Issuance Costs", "documentation": "The cash outflow paid to third parties in connection with debt origination, which will be amortized over the remaining maturity period of the associated long-term debt." } } }, "auth_ref": ["r19"] }, "us-gaap_PaymentsRelatedToTaxWithholdingForShareBasedCompensation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaymentsRelatedToTaxWithholdingForShareBasedCompensation", "crdr": "credit", "calculation": { "http://www.xpologistics.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": -1.0, "order": 2.0 } }, "presentation": ["http://www.xpologistics.com/role/CondensedConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Payment for tax withholdings for restricted shares", "label": "Payment, Tax Withholding, Share-Based Payment Arrangement", "documentation": "Amount of cash outflow to satisfy grantee's tax withholding obligation for award under share-based payment arrangement." } } }, "auth_ref": ["r155"] }, "us-gaap_PaymentsToAcquirePropertyPlantAndEquipment": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaymentsToAcquirePropertyPlantAndEquipment", "crdr": "credit", "calculation": { "http://www.xpologistics.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInInvestingActivitiesContinuingOperations", "weight": -1.0, "order": 3.0 } }, "presentation": ["http://www.xpologistics.com/role/CondensedConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "negatedLabel": "Payment for purchases of property and equipment", "label": "Payments to Acquire Property, Plant, and Equipment", "documentation": "The cash outflow associated with the acquisition of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale; includes cash outflows to pay for construction of self-constructed assets." } } }, "auth_ref": ["r85"] }, "ecd_PeerGroupIssuersFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PeerGroupIssuersFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Peer Group Issuers, Footnote", "label": "Peer Group Issuers, Footnote [Text Block]" } } }, "auth_ref": ["r745"] }, "ecd_PeerGroupTotalShareholderRtnAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PeerGroupTotalShareholderRtnAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Peer Group Total Shareholder Return Amount", "label": "Peer Group Total Shareholder Return Amount" } } }, "auth_ref": ["r745"] }, "ecd_PeoActuallyPaidCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PeoActuallyPaidCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "PEO Actually Paid Compensation Amount", "label": "PEO Actually Paid Compensation Amount" } } }, "auth_ref": ["r737"] }, "ecd_PeoMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PeoMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "PEO", "label": "PEO [Member]" } } }, "auth_ref": ["r754"] }, "ecd_PeoName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PeoName", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "PEO Name", "label": "PEO Name" } } }, "auth_ref": [

"r747"] }, "ecd_PeoTotalCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PeoTotalCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "PEO Total Compensation Amount", "label": "PEO Total Compensation Amount" } } }, "auth_ref": ["r736"] }, "ecd_PnsnAdjsPrrSvcCstMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PnsnAdjsPrrSvcCstMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Pension Adjustments Prior Service Cost", "label": "Pension Adjustments Prior Service Cost [Member]" } } }, "auth_ref": ["r738"] }, "ecd_PnsnAdjsSvcCstMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PnsnAdjsSvcCstMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Pension 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Measurement", "label": "Portion at Fair Value Measurement [Member]", "documentation": "Measured at fair value for financial reporting purposes." } } }, "auth_ref": ["r442"] }, "us-gaap_PostemploymentBenefitsLiabilityNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PostemploymentBenefitsLiabilityNoncurrent", "crdr": "credit", "calculation": { "http://www.xpologistics.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesNoncurrent", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.xpologistics.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Employee benefit obligations", "label": "Postemployment Benefits Liability, Noncurrent", "documentation": "For a classified balance sheet, the carrying amount as of the balance sheet date of the portion of the obligations recognized for the various benefits provided to former or inactive employees, their beneficiaries, and covered dependents after employment but before retirement that is payable after one year (or beyond the operating cycle if longer)." } } }, "auth_ref": ["r841", "r842"] }, "xpo_PrimarilyConsistingOfLandAndBuildingsMember": { "xbrltype": "domainItemType", "nsuri": "http://www.xpologistics.com/20240930", "localname": "PrimarilyConsistingOfLandAndBuildingsMember", "presentation": ["http://www.xpologistics.com/role/OrganizationDescriptionofBusinessandBasisofPresentationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Primarily Consisting of Land and Buildings", "label": "Primarily Consisting of Land and Buildings [Member]", "documentation": "Primarily Consisting of Land and Buildings" } } }, "auth_ref": [] }, "xpo_ProceedsFromAccountsReceivableFactoringProgram": { "xbrltype": "monetaryItemType", "nsuri": "http://www.xpologistics.com/20240930", "localname": "ProceedsFromAccountsReceivableFactoringProgram", "crdr": "debit", "presentation": 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Includes proceeds from short-term and long-term debt." } } }, "auth_ref": ["r796"] }, "us-gaap_ProceedsFromIssuanceOfSecuredDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromIssuanceOfSecuredDebt", "crdr": "debit", "presentation": ["http://www.xpologistics.com/role/DebtTermLoanFacilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Proceeds from secured debt", "label": "Proceeds from Issuance of Secured Debt", "documentation": "The cash inflow from amounts received from issuance of long-term debt that is wholly or partially secured by collateral. Excludes proceeds from tax exempt secured debt." } } }, "auth_ref": ["r18"] }, "us-gaap_ProceedsFromPaymentsForOtherFinancingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromPaymentsForOtherFinancingActivities", "crdr": "debit", "calculation": { "http://www.xpologistics.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.xpologistics.com/role/CondensedConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Other", "label": "Proceeds from (Payments for) Other Financing Activities", "documentation": "Amount of cash inflow (outflow) from financing activities classified as other." } } }, "auth_ref": ["r785", "r795"] }, "us-gaap_ProceedsFromRepaymentsOfBankOverdrafts": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": 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services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures." } } }, "auth_ref": ["r6", "r463", "r511", "r522", "r674"] }, "xpo_PurchasedTransportation": { "xbrltype": "monetaryItemType", "nsuri": "http://www.xpologistics.com/20240930", "localname": "PurchasedTransportation", "crdr": "debit", "calculation": { "http://www.xpologistics.com/role/CondensedConsolidatedStatementsofIncome": { "parentTag": "us-gaap_OperatingIncomeLoss", "weight": -1.0, "order": 4.0 } }, "presentation": ["http://www.xpologistics.com/role/CondensedConsolidatedStatementsofIncome"], "lang": { "en-us": { "role": { "terseLabel": "Purchased transportation", "label": "Purchased Transportation", "documentation": "Purchased Transportation" } } }, "auth_ref": [] }, "ecd_PvpTable": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PvpTable", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Pay vs Performance Disclosure", "label": "Pay vs Performance Disclosure [Table]" } } }, "auth_ref": ["r735"] }, "ecd_PvpTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PvpTableTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Pay vs Performance Disclosure, Table", "label": "Pay vs Performance [Table Text Block]" } } }, "auth_ref": ["r735"] }, "xpo_ReceivablesSecuritizationAndFactoringPolicyPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://www.xpologistics.com/20240930", "localname": "ReceivablesSecuritizationAndFactoringPolicyPolicyTextBlock", "presentation": ["http://www.xpologistics.com/role/OrganizationDescriptionofBusinessandBasisofPresentationPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Trade Receivables Securitization and Factoring Programs", "label": "Receivables Securitization And Factoring, Policy [Policy Text Block]", "documentation": "Receivables Securitization And Factoring, Policy [Policy Text Block]" } } }, "auth_ref": [] }, "ecd_RecoveryOfErrCompDisclosureLineItems": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RecoveryOfErrCompDisclosureLineItems", "lang": { "en-us": { "role": { "label": "Recovery of Erroneously Awarded Compensation Disclosure [Line Items]" } } }, "auth_ref": ["r703", "r713", "r723", "r755"] }, "us-gaap_RelatedPartyDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyDomain", "presentation": ["http://www.xpologistics.com/role/OrganizationDescriptionofBusinessandBasisofPresentationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Related Party [Domain]", "label": "Related and Nonrelated Parties [Domain]", "documentation": "Related and nonrelated parties. Related party includes, but is not limited to, affiliate, other entity for which investment is accounted for under equity method, trust for benefit of employee, principal owner, management, and member of immediate family, and other party that may be prevented from pursuing separate interests because of control, significant influence, or ownership interest." } } }, "auth_ref": ["r245", "r357", "r465", "r466", "r515", "r520", "r562", "r563", "r564", "r565", "r566", "r584", "r586", "r607"] }, "us-gaap_RelatedPartyTransactionAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionAxis", "presentation": ["http://www.xpologistics.com/role/OrganizationDescriptionofBusinessandBasisofPresentationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Related Party Transaction [Axis]", "label": "Related Party Transaction [Axis]", "documentation": "Information by type of related party transaction." } } }, "auth_ref": ["r465", "r466", "r871"] }, "us-gaap_RelatedPartyTransactionDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionDomain", "presentation": ["http://www.xpologistics.com/role/OrganizationDescriptionofBusinessandBasisofPresentationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Related Party Transaction [Domain]", "label": "Related Party Transaction [Domain]", "documentation": "Transaction between related party." } } }, "auth_ref": [] }, "us-gaap_RelatedPartyTransactionsByRelatedPartyAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionsByRelatedPartyAxis", "presentation": ["http://www.xpologistics.com/role/OrganizationDescriptionofBusinessandBasisofPresentationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Related Party [Axis]", "label": "Related and Nonrelated Parties [Axis]", "documentation": "Information by related and nonrelated parties. Related party includes, but is not limited to, affiliate, other entity for which investment is accounted for under equity method, trust for benefit of employee, principal owner, management, and member of immediate family, and other party that may be prevented from pursuing separate interests because of control, significant influence, or ownership interest." } } }, "auth_ref": ["r245", "r357", "r465", "r466", "r515", "r520", "r562", "r563", "r564", "r565", "r566", "r584", "r586", "r607", "r871"] }, "xpo_RepaymentsOfLongtermDebtAndFinanceLeases": { "xbrltype": "monetaryItemType", "nsuri": "http://www.xpologistics.com/20240930", "localname": "RepaymentsOfLongtermDebtAndFinanceLeases", "crdr": "credit", "calculation": { "http://www.xpologistics.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": -1.0, "order": 3.0 } }, "presentation": ["http://www.xpologistics.com/role/CondensedConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Repayment of debt and finance leases", "label": "Repayments Of Long-term Debt And Finance Leases", "documentation": "Repayments Of Long-term Debt And Finance Leases" } } }, "auth_ref": [] }, "srt_RepurchaseAgreementCounterpartyNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RepurchaseAgreementCounterpartyNameDomain", "presentation": ["http://www.xpologistics.com/role/OrganizationDescriptionofBusinessandBasisofPresentationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Counterparty Name [Domain]", "label": "Counterparty Name [Domain]" } } }, "auth_ref": ["r166", "r167", "r313", "r338", "r467", "r474", "r512", "r632", "r633"] }, "ecd_RestatementDateAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDateAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Restatement Determination Date:", "label": "Restatement Determination Date [Axis]" } } }, "auth_ref": ["r704", "r714", "r724", "r756"] }, "ecd_RestatementDeterminationDate": { "xbrltype": "dateItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDeterminationDate", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Restatement Determination Date", "label": "Restatement Determination Date" } } }, "auth_ref": ["r705", "r715", "r725", "r757"] }, "ecd_RestatementDoesNotRequireRecoveryTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDoesNotRequireRecoveryTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Restatement does not require Recovery", "label": "Restatement Does Not Require Recovery [Text Block]" } } }, "auth_ref": ["r712", "r722", "r732", "r764"] }, "us-gaap_RestrictedCashNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedCashNoncurrent", "crdr": "debit", "presentation": ["http://www.xpologistics.com/role/OrganizationDescriptionofBusinessandBasisofPresentationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restricted cash included in other long-term assets", "label": "Restricted Cash, Noncurrent", "documentation": "Amount of cash restricted as to withdrawal or usage, classified as noncurrent. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits." } } }, "auth_ref": ["r116", "r787", "r803"] }, "us-gaap_RestrictedCashNoncurrentAssetStatementOfFinancialPositionExtensibleList": { "xbrltype": "enumerationSetItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedCashNoncurrentAssetStatementOfFinancialPositionExtensibleList", "presentation": ["http://www.xpologistics.com/role/OrganizationDescriptionofBusinessandBasisofPresentationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restricted Cash, Noncurrent, Statement of Financial Position [Extensible Enumeration]", "label": "Restricted Cash, Noncurrent, Statement of Financial Position [Extensible Enumeration]", "documentation": "Indicates line item in statement of financial position that includes cash restricted to withdrawal or usage, classified as noncurrent." } } }, "auth_ref": ["r803"] }, "us-gaap_RestructuringAndRelatedActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringAndRelatedActivitiesAbstract", "lang": { "en-us": { "role": { "terseLabel": "Restructuring and Related Activities [Abstract]", "label": "Restructuring and Related Activities [Abstract]" } } }, "auth_ref": [] }, "us-gaap_RestructuringAndRelatedActivitiesDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringAndRelatedActivitiesDisclosureTextBlock", "presentation": ["http://www.xpologistics.com/role/RestructuringCharges"], "lang": { "en-us": { "role": { "terseLabel": "Restructuring Charges", "label": "Restructuring and Related Activities Disclosure [Text Block]", "documentation": "The entire disclosure for restructuring and related activities. Description of restructuring activities such as exit and disposal activities, include facts and circumstances leading to the plan, the expected plan completion date, the major types of costs associated with the plan activities, total expected costs, the accrual balance at the end of the period, and the periods over which the remaining accrual will be settled." } } }, "auth_ref": ["r278", "r279", "r281", "r284", "r289"] }, "us-gaap_RestructuringCharges": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringCharges", "crdr": "debit", "presentation": ["http://www.xpologistics.com/role/RestructuringChargesScheduleofRestructuringDetails"], "lang": { "en-us": { "role": { "terseLabel": "Charges Incurred", "label": "Restructuring Charges", "documentation": "Amount of expenses associated with exit or disposal activities pursuant to an authorized plan. Excludes expenses related to a discontinued operation or an asset retirement obligation." } } }, "auth_ref": ["r5", "r285", "r286", "r830"] }, "us-gaap_RestructuringCostAndReserveAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringCostAndReserveAxis", "presentation": ["http://www.xpologistics.com/role/RestructuringChargesScheduleofRestructuringDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restructuring Type [Axis]", "label": "Restructuring Type [Axis]", "documentation": "Information by type of restructuring cost." } } }, "auth_ref": ["r280", "r281", "r286", "r287"] }, "us-gaap_RestructuringCostAndReserveLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringCostAndReserveLineItems", "presentation": ["http://www.xpologistics.com/role/RestructuringChargesNarrativeDetails", "http://www.xpologistics.com/role/RestructuringChargesScheduleofRestructuringDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restructuring Cost and Reserve [Line Items]", "label": "Restructuring Cost and Reserve [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r280", "r281", "r282", "r283", "r286", "r287", "r288"] }, "us-gaap_RestructuringCosts": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringCosts", "crdr": "debit", "calculation": { "http://www.xpologistics.com/role/SegmentReportingScheduleofSelectedFinancialDataforEachReportableSegmentDetails": { "parentTag": "us-gaap_IncomeLossFromContinuingOperations", "weight": -1.0, "order": 3.0 }, "http://www.xpologistics.com/role/CondensedConsolidatedStatementsofIncome": { "parentTag": "us-gaap_OperatingIncomeLoss", "weight": -1.0,

"order": 5.0 } }, "presentation": ["http://www.xpologistics.com/role/CondensedConsolidatedStatementsofIncome", "http://www.xpologistics.com/role/SegmentReportingScheduleofSelectedFinancialDataforEachReportableSegmentDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restructuring costs", "label": "Restructuring Costs", "documentation": "Amount, after cash payment, of expenses associated with exit or disposal activities pursuant to an authorized plan. Excludes expenses related to a discontinued operation or an asset retirement obligation." } } }, "auth_ref": ["r5"] }, "us-gaap_RestructuringReserve": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringReserve", "crdr": "credit", "presentation": ["http://www.xpologistics.com/role/RestructuringChargesScheduleofRestructuringDetails"], "lang": { "en-us": { "role": { "periodStartLabel": "Reserve, beginning balance", "periodEndLabel": "Reserve, ending balance", "label": "Restructuring Reserve", "documentation": "Carrying amount (including both current and noncurrent portions of the accrual) as of the balance sheet date pertaining to a specified type of cost associated with exit from or disposal of business activities or restructuring pursuant to a duly authorized plan." } } }, "auth_ref": ["r281", "r287"] }, "us-gaap_RestructuringReserveRollForward": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringReserveRollForward", "presentation": ["http://www.xpologistics.com/role/RestructuringChargesScheduleofRestructuringDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restructuring Reserve [Roll Forward]", "label": "Restructuring Reserve [Roll Forward]", "documentation": "A roll forward is a reconciliation of a concept from the beginning of a period to the end of a period." } } }, "auth_ref": [] }, "us-gaap_RestructuringReserveTranslationAdjustment": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringReserveTranslationAdjustment", "crdr": "credit", "presentation": ["http://www.xpologistics.com/role/RestructuringChargesScheduleofRestructuringDetails"], "lang": { "en-us": { "role": { "terseLabel": "Foreign Exchange and Other", "label": "Restructuring Reserve, Foreign Currency Translation Gain (Loss)", "documentation": "Amount of foreign currency translation gain (loss) which decreases (increases) the restructuring reserve." } } }, "auth_ref": ["r831", "r832"] }, "us-gaap_RetainedEarningsAccumulatedDeficit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsAccumulatedDeficit", "crdr": "credit", "calculation": { "http://www.xpologistics.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.xpologistics.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Retained earnings", "label": "Retained Earnings (Accumulated Deficit)", "documentation": "Amount of accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r72", "r95", "r518", "r545", "r547", "r551", "r568", "r674"] }, "us-gaap_RetainedEarningsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsMember", "presentation": ["http://www.xpologistics.com/role/CondensedConsolidatedStatementsofChangesinEquity"], "lang": { "en-us": { "role": { "terseLabel": "Retained Earnings", "label": "Retained Earnings [Member]", "documentation": "Accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r120", "r169", "r170", "r171", "r173", "r178", "r180", "r182", "r248", "r249", "r270", "r400", "r401", "r407", "r408", "r409", "r411", "r412", "r413", "r423", "r425", "r426", "r428", "r430", "r458", "r459", "r542", "r544", "r554", "r910"] }, "us-gaap_RevenueFromContractWithCustomerAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerAbstract", "lang": { "en-us": { "role": { "terseLabel": "Revenue from Contract with Customer [Abstract]", "label": "Revenue from Contract with Customer [Abstract]" } } }, "auth_ref": [] }, "us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerExcludingAssessedTax", "crdr": "credit", "calculation": { "http://www.xpologistics.com/role/CondensedConsolidatedStatementsofIncome": { "parentTag": "us-gaap_OperatingIncomeLoss", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.xpologistics.com/role/CondensedConsolidatedStatementsofIncome", "http://www.xpologistics.com/role/RevenueRecognitionDetails"], "lang": { "en-us": { "role": { "terseLabel": "Revenue", "label": "Revenue from Contract with Customer, Excluding Assessed Tax", "documentation": "Amount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise." } } }, "auth_ref": ["r110", "r111", "r201", "r208", "r209", "r230", "r236", "r240", "r242", "r244", "r348", "r349", "r475"] }, "us-gaap_RevenueFromContractWithCustomerTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerTextBlock", "presentation": ["http://www.xpologistics.com/role/RevenueRecognition"], "lang": { "en-us": { "role": { "terseLabel": "Revenue Recognition", "label": "Revenue from Contract with Customer [Text Block]", "documentation": "The entire disclosure of revenue from contract with customer to transfer good or service and to transfer nonfinancial asset. Includes, but is not limited to, disaggregation of revenue, credit loss recognized from contract with customer, judgment and change in judgment related to contract with customer, and asset recognized from cost incurred to obtain or fulfill contract with customer. Excludes insurance and lease contracts." } } }, "auth_ref": ["r119", "r340", "r341", "r342", "r343", "r344", "r345", "r346", "r347", "r350"] }, "us-gaap_Revenues": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Revenues", "crdr": "credit", "presentation": ["http://www.xpologistics.com/role/SegmentReportingScheduleofSelectedFinancialDataforEachReportableSegmentDetails"], "lang": { "en-us": { "role": { "verboseLabel": "Total", "label": "Revenues", "documentation": "Amount of revenue recognized from goods sold, services rendered, insurance premiums, or other activities that constitute an earning process. Includes, but is not limited to, investment and interest income before deduction of interest expense when recognized as a component of revenue, and sales and trading gain (loss)." } } }, "auth_ref": ["r110", "r111", "r150", "r164", "r201", "r208", "r209", "r230", "r236", "r240", "r242", "r244", "r247", "r298", "r299", "r301", "r302", "r303", "r304", "r305", "r307", "r308", "r444", "r510", "r641", "r838"] }, "us-gaap_RevolvingCreditFacilityMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevolvingCreditFacilityMember", "presentation": ["http://www.xpologistics.com/role/DebtABLFacilityNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Revolving Credit Facility", "label": "Revolving Credit Facility [Member]", "documentation": "Arrangement in which loan proceeds can continuously be obtained following repayments, but the total amount borrowed cannot exceed a specified maximum amount." } } }, "auth_ref": [] }, "us-gaap_RightOfUseAssetObtainedInExchangeForFinanceLeaseLiability": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RightOfUseAssetObtainedInExchangeForFinanceLeaseLiability", "crdr": "debit", "presentation": ["http://www.xpologistics.com/role/CondensedConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Leased assets obtained in exchange for new finance lease liabilities", "label": "Right-of-Use Asset Obtained in Exchange for Finance Lease Liability", "documentation": "Amount of increase in right-of-use asset obtained in exchange for finance lease liability." } } }, "auth_ref": ["r462", "r673"] }, "us-gaap_RightOfUseAssetObtainedInExchangeForOperatingLeaseLiability": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RightOfUseAssetObtainedInExchangeForOperatingLeaseLiability", "crdr": "debit", "presentation": ["http://www.xpologistics.com/role/CondensedConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "netLabel": "Leased assets obtained in exchange for new operating lease liabilities", "label": "Right-of-Use Asset Obtained in Exchange for Operating Lease Liability", "documentation": "Amount of increase in right-of-use asset obtained in exchange for operating lease liability." } } }, "auth_ref": ["r462", "r673"] }, "ecd_Rule10b51ArrAdoptedFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Rule10b51ArrAdoptedFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "Rule 10b5-1 Arrangement Adopted", "label": "Rule 10b5-1 Arrangement Adopted [Flag]" } } }, "auth_ref": ["r773"] }, "ecd_Rule10b51ArrTrmntdFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Rule10b51ArrTrmntdFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "Rule 10b5-1 Arrangement Terminated", "label": "Rule 10b5-1 Arrangement Terminated [Flag]" } } }, "auth_ref": ["r773"] }, "xpo_ScheduleOfAccountsReceivableSecuritizationAndFactoringProgramsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://www.xpologistics.com/20240930", "localname": "ScheduleOfAccountsReceivableSecuritizationAndFactoringProgramsTableTextBlock", "presentation": ["http://www.xpologistics.com/role/OrganizationDescriptionofBusinessandBasisofPresentationTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Accounts Receivable Securitization and Factoring Programs", "label": "Schedule Of Accounts Receivable Securitization And Factoring Programs [Table Text Block]", "documentation": "Schedule Of Accounts Receivable Securitization And Factoring Programs [Table Text Block]" } } }, "auth_ref": [] }, "us-gaap_ScheduleOfDebtInstrumentsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfDebtInstrumentsTextBlock", "presentation": ["http://www.xpologistics.com/role/DebtTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Long-Term Debt", "label": "Schedule of Long-Term Debt Instruments [Table Text Block]", "documentation": "Tabular disclosure of long-debt instruments or arrangements, including identification, terms, features, collateral requirements and other information necessary to a fair presentation. These are debt arrangements that originally required repayment more than twelve months after issuance or greater than the normal operating cycle of the entity, if longer." } } }, "auth_ref": ["r13", "r31", "r32", "r49", "r93", "r94", "r652", "r654", "r807", "r866"] }, "us-gaap_ScheduleOfDerivativeInstrumentsGainLossInStatementOfFinancialPerformanceTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfDerivativeInstrumentsGainLossInStatementOfFinancialPerformanceTextBlock", "presentation": ["http://www.xpologistics.com/role/DerivativeInstrumentsTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Gains and Losses Recognized on Consolidated Statements of Operations for Derivate Instruments", "label": "Derivative Instruments, Gain (Loss) [Table Text Block]", "documentation": "Tabular disclosure of the location and amount of derivative instruments and nonderivative instruments designated as hedging instruments reported before netting adjustments, and the amount of gain (loss) on derivative instruments and nonderivative instruments designated and qualified as hedging instruments." } } }, "auth_ref": ["r40", "r43", "r421"] }, "us-gaap_ScheduleOfDerivativeInstrumentsInStatementOfFinancialPositionFairValueTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfDerivativeInstrumentsInStatementOfFinancialPositionFairValueTextBlock", "presentation": ["http://www.xpologistics.com/role/DerivativeInstrumentsTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Derivative Instruments Measured at Fair Value in Consolidated Balance Sheet", "label": "Schedule of Derivative Instruments in Statement of Financial Position, Fair Value [Table Text Block]", "documentation": "Tabular disclosure of the location and fair value amounts of derivative instruments (and nonderivative instruments that are designated and qualify as hedging instruments) reported in the statement of financial

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Includes, but is not limited to, expected cost, cost incurred, statement of income caption that includes restructuring cost recognized, and amount of restructuring reserve." } } }, "auth_ref": ["r280", "r281", "r282", "r283", "r286", "r287", "r288"] }, "us-gaap_ScheduleOfRestructuringReserveByTypeOfCostTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfRestructuringReserveByTypeOfCostTextBlock", "presentation": ["http://www.xpologistics.com/role/RestructuringChargesTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Restructuring - Related Activity", "label": "Schedule of Restructuring Reserve by Type of Cost [Table Text Block]", "documentation": "Tabular disclosure of an entity's restructuring reserve that occurred during the period associated with the exit from or disposal of business activities or restructurings for each major type of cost. This element may also include a description of any reversal and other adjustment made during the period to the amount of an accrued liability for restructuring activities. This element may be used to encapsulate the roll forward presentations of an entity's restructuring reserve by type of cost and in total, and explanation of changes that occurred in the period." } } }, "auth_ref": ["r27", "r90"] }, "us-gaap_ScheduleOfSegmentReportingInformationBySegmentTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfSegmentReportingInformationBySegmentTable", "presentation": ["http://www.xpologistics.com/role/SegmentReportingScheduleofSelectedFinancialDataforEachReportableSegmentDetails"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Segment Reporting Information, by Segment [Table]", "label": "Schedule of Segment Reporting Information, by Segment [Table]", "documentation": "Disclosure of information about profit (loss) and total assets by reportable segment." } } }, "auth_ref": ["r22", "r23", "r24"] }, "us-gaap_ScheduleOfSegmentReportingInformationBySegmentTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfSegmentReportingInformationBySegmentTextBlock", "presentation": ["http://www.xpologistics.com/role/SegmentReportingTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Selected Financial Data for Each Reportable Segment", "label": "Schedule of Segment Reporting Information, by Segment [Table Text Block]", "documentation": "Tabular disclosure of the profit or loss and total assets for each reportable segment. An entity discloses certain information on each reportable segment if the amounts (a) are included in the measure of segment profit or loss reviewed by the chief operating decision maker or (b) are otherwise regularly provided to the chief operating decision maker, even if not included in that measure of segment profit or loss." } } }, "auth_ref": ["r22", "r23", "r24"] }, "us-gaap_ScheduleOfVariableInterestEntitiesTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfVariableInterestEntitiesTable", "presentation": ["http://www.xpologistics.com/role/OrganizationDescriptionofBusinessandBasisofPresentationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Variable Interest Entities [Table]", "label": "Variable Interest Entity [Table]", "documentation": "Disclosure of information about variable interest held, whether or not such variable interest entity (VIE) is included in consolidated financial statements." } } }, "auth_ref": ["r34", "r35", "r36", "r37", "r38", "r415", "r416", "r419", "r420", "r471", "r472", "r473"] }, "us-gaap_SecuredDebtMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SecuredDebtMember", "presentation": ["http://www.xpologistics.com/role/DebtTermLoanFacilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Term Loan Credit Agreement", "label": "Secured Debt [Member]", "documentation": "Collateralized debt obligation backed by, for example, but not limited to, pledge, mortgage or other lien on the entity's assets." } } }, "auth_ref": [] }, "xpo_SecuritizationProgramAbstract": { "xbrltype": "stringItemType", "nsuri": "http://www.xpologistics.com/20240930", "localname": "SecuritizationProgramAbstract", "presentation": ["http://www.xpologistics.com/role/OrganizationDescriptionofBusinessandBasisofPresentationScheduleofAccountsReceivableSecuritizationandFactori], "lang": { "en-us": { "role": { "terseLabel": "Securitization 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Reportable segments include those that meet any of the following quantitative thresholds a) it's reported revenue, including sales to external customers and intersegment sales or transfers is 10 percent or more of the combined revenue, internal and external, of all operating segments b) the absolute amount of its reported profit or loss is 10 percent or more of the greater, in absolute amount of 1) the combined reported profit of all operating segments that did not report a loss or 2) the combined reported loss of all operating segments that did report a loss c) its assets are 10 percent or more of the combined assets of all operating segments." } } }, "auth_ref": ["r113", "r201", "r203", "r204", "r205", "r206", "r207", "r219", "r221", "r222", "r234", "r235", "r236", "r237", "r238", "r240", "r241", "r244", "r636", "r639", "r640", "r641", "r643", "r645", "r646"] }, "us-gaap_SegmentReportingInformationLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SegmentReportingInformationLineItems", "presentation": ["http://www.xpologistics.com/role/SegmentReportingScheduleofSelectedFinancialDataforEachReportableSegmentDetails"], "lang": { "en-us": { "role": { "terseLabel": "Segment Reporting Information [Line Items]", "label": "Segment Reporting Information [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [] }, "us-gaap_SegmentReportingPolicyPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SegmentReportingPolicyPolicyTextBlock", "presentation": ["http://www.xpologistics.com/role/OrganizationDescriptionofBusinessandBasisofPresentationPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Segment Reporting", "label": "Segment Reporting, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for segment reporting." } } }, "auth_ref": ["r223", "r224", "r225", "r226", "r227", "r228", "r229", "r239", "r242", "r637", "r638", "r644"] }, "xpo_SeniorDebenturesDue2034Member": { "xbrltype": "domainItemType", "nsuri": "http://www.xpologistics.com/20240930", "localname": "SeniorDebenturesDue2034Member", "presentation": ["http://www.xpologistics.com/role/DebtScheduleofLongTermDebtDetails"], "lang": { "en-us": { "role": { "terseLabel": "6.70% senior debentures due 2034", "label": "Senior Debentures Due 2034 [Member]", "documentation": "Senior Debentures Due 2034 [Member]" } } }, "auth_ref": [] }, "xpo_SeniorNotesDue2031Member": { "xbrltype": "domainItemType", "nsuri": "http://www.xpologistics.com/20240930", "localname": "SeniorNotesDue2031Member", "presentation": ["http://www.xpologistics.com/role/DebtScheduleofLongTermDebtDetails", "http://www.xpologistics.com/role/DebtSeniorNotesDetails"], "lang": { "en-us": { "role": { "terseLabel": "7.125% senior notes due 2031", "label": "Senior Notes Due 2031 [Member]", "documentation": "Senior Notes Due 2031" } } }, "auth_ref": [] }, "us-gaap_SeniorNotesMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":

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In the event the issuer goes bankrupt, senior debt holders receive priority for (must receive) repayment prior to (relative to) junior and unsecured (general) creditors." } } }, "auth_ref": [] }, "xpo_SeniorSecuredNotesDue2028Member": { "xbrltype": "domainItemType", "nsuri": "http://www.xpologistics.com/20240930", "localname": "SeniorSecuredNotesDue2028Member", "presentation": ["http://www.xpologistics.com/role/DebtScheduleofLongTermDebtDetails", "http://www.xpologistics.com/role/DebtSeniorNotesDetails"], "lang": { "en-us": { "role": { "terseLabel": "6.25% senior secured notes due 2028", "label": "Senior Secured Notes Due 2028 [Member]", "documentation": "Senior Notes Due 2028" } } }, "auth_ref": [] }, "us-gaap_ShareBasedCompensation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensation", "crdr": "debit", "calculation": { "http://www.xpologistics.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": 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D M$.&\##L!C293T&S?//!\9T2ER(@,@6$L"Z0!\J5U7M8AOHB^$.\ M@_!ZH#/;80B9,E M;K\R7,VTV?VEH8FPSJ,5FBP^_A6>2!QM\OZ=OE!SG32+MBVZLV=QS^15R:<@@K-^H9*R199U(8;U$XK-&AF3H".OS.0894O+I-X?^>TXM M[7W+2%8N=1^8>L'T]K((S8ZPSB9$QD%64T&%<(5U@R&,#H51:>M.I*YZWRC MUW)MT]"YR7CCT>D'K>UNQOH9 $T>_<=FYI!9^-N_SEW#HJX;OF!IW]Z"GC@9 M\KX7Q/K^]+V:TD4X)QW"0H#4X(YPKC]$A0B;B'N,H2%)':CG!>.M%A<3UW M[!DE%G>L,X<4.4+4IR -0SC?(8)#'#U#."@IF*E] 46PCM%;'NE=,D5PCM%[#M"M>L86NL$OE*5=S2:&1H+HB\;R')SWBQ^/AZL@HNL])^&]IPKI?#MQY)V0(Z;>+(.Z5-2D@';3K\E902 M0CIC8U#BEZ_5E02GL0>5U=%<9>2=TAY45G?S#OR5E!)E<[PN.65AK'X#AM'H MT-)]J_5_X2O=GE;=KW(;&U49O=$(SQ/;S19%D:)LOE>,9)_67E5&CS3B\]0VM#(ZIT5(M2B*7F7SMU9Y"Q/LDRLG*S;+ZGJL,O1.J,"@WR^]"SK>F12&D*)LW%F/:I[-/EQD^3:-8J*V5U/U<9>B?4N4]6RNJ$S?$12&D*)L[%@/; MI[-/E_3V(;4LKJD0^(XZ+W2=M:^G M,]-^I_21OE!.N:K+D[7][@;(Z4QMG9C!D/*0+(8%>(1K.?ADI:XNK1O")HO/GM3,+YY-'R(DM.1'VXY9PCGO$IRCXS&D7;@GIJM]'\$O;@:4&VMS:5D"2K$B>&]+%V09;0L8$ MD.;B[$-".N41(+EN!$*ZN$7>^4_39]02UK7^C1C.;\2&-->QL[CHQIK-/9=?H62%GRM8TQ> P0L\G__&Z0D6$:GI%'DGI> E18MS\R1AD88[&E;3!' M>5A V'@"LD!96:"46X&PH0WD@S+PP4)'^FY;ST]@5ZPK2>&WI60-84,PR!IE M8(VU+>+6MK12*DIM80,]R 4EYH(R;@AMX0)0)68%[H6DKO< R#PA=JBL3ZDM M7*0.F:-LS%$!OU);N'@DLD$5V*"46X)P<=IC\H)-=,X*)IP5=%9I\PN:V,< M%!FC?/HJBR <5!D@9+JJIGR <9!T6Y#/6D+7.((NP4<(^X(&R%$J.PHYAH7*ED6<^T(&TW;#15>(X!Z-]8+X(3]Q.B5NAY2M&8!2E$P1-MR$0!%+H@@;>L'-1[!R)UUAPQ,(%<&*SG>%]=[C]B.63!'6CXU M$4NB".OFO:(C;[GZJ_!XY=$EFUC?B,;\B.^Y>]^RS.CO"NM%S&ZU8[]RQ7'Y M*R7NW/&+X1'7^%AUD3C.._#B V7%;X$YIZR7VN+V*\/53)O=7QX<".S%%(/K MLO09=P5V!"+7'1$'GOYHG'P2"W#=AZI!LNLW]H>=:_F%%:E5QY))[##+-LU MKRH'9HH&@;UB(G%@EE*O)[!['3GPZ&@0V(.T"PU+&*AR:<1=3V O3$:+756>MRQ0&I?.Q')GG,A5PI7.Q(._E 8/2>5B&W8&1M#? 4)YR);W2N5D.7/*]\E^F M8"B=KZ40_LM4Y)7.U8+\EQ\82NH@5_A6UCI NMTDB\?DG]+$E7O*KL\Y@N':H;7OC4=9(_T!?;?&%]E-3@T/^"'N(VW^G\(=S-RXK"83UGVPC05X)@ZR<#VL\ MS7C[Z7WVH1MY0.V\-U&YG9W\5)K">FI.D[:=+&DKK.?E)&G+SJIT,I+)\+2R MT3;'/.X*DE=8M\UID??CL;16_&-IG8R.I2E-8?U*)XT%N1D;"VM;>CHL",M> MBH&%"F@'PM+:0KKRCI-32U3VI;.0Y7[F8-]1%[DP)1'7Q/62W7\3-L*4E=8 M!]@-\S72)_(VG'L3V]GP_GZS'6H\6Y?,S>_DX"\6-\CKG[\-E\$7^(=3S]":.J+MKD)&ZKC5MINV1(JO*J$\[K9[6Z>CR/QE=E_>XWKL%)P:5GT"F)YX%_V9]_G5T+W)A=QL M_I_:^F7$>88K/7MVT9EY\)L[(];@R\@YAV?ZG_U';[R 3:-.3.":"XVR8EO!MS>'OFFW:SL6?FOQ/G\(O3P !5P)[1'JP\3ZRYE+++?NPDJ- M_0M=XS_T0H8!^7^-^O/HPG-,PZ+AO&2%S>;'[C]%)@11ZH&,>5JQ)%F%27Z?&Q96MW9E&'@9EDYM*+\,-GW7!G M)GD'/9L_GM_T.<#FR/8\>WK1AK&\4, MY.GAB_U?FPWY_]3.-[]7&JU.]"_;[I ;SJ MOWL78>*-Z'0S-!0GZX?L_I(?K^[N')^G^Q\/CC^'MD_1T)\%6 M^P3[J22KTMV#)+<_Z3[)=]^DI[]>2RN[\&("EX^L9_EOMI:6R*.N7/.584H M12'D" A]R9M0Z=\A3"1?#Y5 /:7Z=O!/;_]VE=NU]&FPS?U*3QBPFZKZ^2] M_DZ)4Z=6B#X5%!TZ\[AN_M]_DCO-SVKS3&+FC4!;2LR5M9U$0SRRS.XTNMW6 M-IF]3=(J#;6K9".SVXV6TD.9O46E GO6-9CUNEUHCXGI+J1V*Y#:K4I+[:>' MX>WC#9?-*+9]L>TMD!+*[;%C3\,)%:Q)YS*,F ODV8(MPBXKL',4*S#>PEVR M1%B7N=VD;P;I2'!(8#.^2*)'!?&;O9OS<44FWF%93KJBW%8&V\]PMQ"34 M#_9L!H 8>#"FSY+K:#_7WF8VRR=K:?MJ\Y_/:1$S8(/Y^?\?T)47ZMFRHQ4USZ=&F#)?JTNWU[!*+\M/5K_[5P3B"2;;EV=LA>H2LMF=O?+<^.MV4 M>&ZFI+A]H,^&R\2J=PN_A-CMU :PLF?2C:4UMFZO)>'P3]=O1//XQ"5[+#F+ M"4O$E=P9U9B37I<,2S(\5](FW##8=#-4G$%+]Z-W&CVYDXF2+O<;[7XKT;-V M>'O4W>I^W$&UNHU,>[<1$FDY=.+HNSZEQ=%XDPHO%KUTP&+@D:]'#^SM(%!Y M"8;,FA4!(])8M,JC,\=^8<]96N'=VN"*FN25.#2%.=%DBQN0*9G5478J/)&W MFR#8Z;<37=>#>J 'L;S4=E-5.CL7.&L@^^+EZ/*9+^(G#D<)[!:;M5.5_C5W M#%2#16X2 M-390:X->N_V1"7Y*X _\:@,-[R>V]<$?*+=J@WZW4^_TVQM,MMT?>.QLIGC> MAT]+M]%__ZFGR-W/KN11D\[8M"6+S_M, K8RYPST$IA61-+6(%7T1%MYNEFRM]LZ(B8+;\V%Q;C*D7WHN9BEP8)LRV77&O27P!PDV1F+IX5=CPP61)K'D!6#J M,?.16LJ4EURFFDDF<3W)X8';N-Q=S'3Y<2'#,^"!OA.8.C")V=QQY\P;[-D2 M7,'M2UGY-/J)J08LYCC4O(LTA#VZ%[7?[" 7VHO8;2C>9ZW/;H]2&FI'K4]Q! M[?8W'V[TBN>-->3(\DX=-*-$FD@:\[E;.VHJY$@[AJLSC^W1DFY*-0V*7(?; M((]& 4'?_+U J'Y.C'@FZ5DW6\X+E<@$(M,C,("2*YM&KH43D70Y4F;_11L M1^^R,N)Z+Y$YRC5><(D4"M%O'G'GR,US'ILAZJD[L@@&"L_["=/Z1'QAU2^(C] M?JO=O@O#8C&&"Z75Z+:SUU#WYTYR%?7&TEF,@TJC=]"R*4QORLX]O$XH#RQ M=70E?^&3_).?-3PA+BCD)FBSQ#0#79PIN?^>&TS%!'"XN4X+9SRQ]4-+A5]@(V:4SAVJ4;XNR(O%49U?Z!,\#2DKN M'+8#=*J>#IAMIXW(=['6;R2]:&RA?,!=VM$[\>[F1#"1[&,DM=/A(^4F:E])N23M[=AI0XO>MR[CCP/#_EH<.P^78VEQKN$868G10Y"D6UN 16A]3I2S5$))P%@"N,$OZ2E1M$[C"L2VV+9CO$H4MXEVZ8;L%T;AW^XIXQ$]W_" CEL]8-8L?YG!E]JEF$N"! M/L]-/PK]6'^2/C&6[Y65*417.!-#)Y%-6-95'G+"G^\"^ZG[D\'\/;*RK"%M"5A]P=M]Y&WD[0)Y&]B)2";,A4I$TX"W'<(8E,'=83MCY+<20+4>^8,[!:$ M;W"'K0P89 J+\'[&% %X'&R<;-V>I6?'?O4FX<\-T LH'YM.QX;%D_!Y^(P% M!28Y181\J_ES~%E>R_8/K[P0J8,!!=O&6MXI6'YL@M,K+H2JC>K.DTC#GC: M0CCVNLU&2VTF=>RIO<0YC=M];$IO]['3^.>JNAFE;&8W)D$7JJT<\Z3OD;(9 MTEJ/RQ,7SB4(DF?,>8\P'OE%7,1HP45+.U)IU@:;?HP56(?*12'FZ HR3+D (+6YRA/;CB6\J9:U/99@]6X+(*R>?;*(T2&:,4I\\4 M"(_:-/32+$=1!]Y]Q86OW]>Y"P]RW;UGW14YWF%WE,LYR&61YU(&47$=;9^C MH(@E*,+5^X4OWJ6_=OL%A])8)0A)C;>X95B2::1SC1C'.4CYYYQT%TLFSNV MYZ[OT8*Y^O5_(NI+V Y_E\F:TDFO!KP:7BM9,#>;;8$OALMU(=8QCV$%-"1V M!)%=S,KYZL3178F=.33T;**PV'#+GG_D[S[$7E,:7M5QX[M8P!WJ/3*_@E6]!L/CX&LFEN&OYX\^PB4U_4U5FK -IH!^JW[<^WF]EM$')TG M-O',C4?^B+NYQ^4D",QU&GC>5VWO7KP0-CQ8IN'W8+G5!K\+.6LUY;>MOQD2)1SKP,^0\NMT\NB2RMWE5QJ*Z_HQ,A*K93]DD"D@2^J94I^9@O+X^1U=02AQNJ_LQ2GLDW 7_Z8@=>CAUE!6H'P3QQG M[?4:G9:.3:W(AMSN9A'T*T?6>P[&Z#TFRR@^]]+BKQ/5XG-L,_<&! MLA.4 [F8@!]RV%4P)B+,6*2)PU2]/\5HOM!D1(,MY8;K6\KG;PL;^<;R%3UXM])=S\G'/W^X3BI4IG5/HY6C@B'(=%06.A&-) XPIFY@-PYRD!O2$AR\\H.? MN_OIAT7FNN%1_:>+1$ Y%A8^W%]G%U_(O5UF':(D4HZ["0,LY>9CPT^<8[G MP<>OQ&0]<"0PX2E3@0X 1U*7\6&'FY'>R>@M;Z$EYHD++LMKN/[WW/#>D:4K X VLG25*-IB2?<>C,FSMI2V\>4W18:N#/F!QV5HU%L&=.MT5V,;2D/ZE5CDE/;F(O/HRG"UN=]UBIUF M'EK$?'<-OC\O.9JQO)^+RJYVH.[<]+?PNQGUQX>L7AW(R#WD=4'&$I]PO?8J MKZL-EGO$\AQYSA]G6_C"#/]F7&_:[HQE)0Y']MR36%=KZDD/AOL'LG)E$,':MW"_K"S&6!(3KK;)RJ\'SZQP@$F?C>\?6J,XX%_FT,N2N&I^>1%Y97P[SRL+$ MLCM^JN?0I#+,&RM\+ F(W_J0-_:=/H.EQ*4SKRV'XKDZA%;0^R'*6![0;LW[M(0\;W+B1OA'-LQWDSNH0&;E3F+$D2J$\$M,_,.E':E#E_%7> #LNV,*V^U*? YM3KT1DX59BQ)*-=?Y=1V0\K&S8@\ M*B2ED4>%&4L"RK&FY4L>[32DZ[>),3(P!Y*!%8P,4:4L22A7+LV>(1U)1ZJ ML]6BJM+?Q8];"XJN%@8K&!SN&%F-H48]U6H]E* MUC1L^_=M-?HE24OUR?"H?EO$0672-2SW?@7B=;=?% F5U.;94=H4B+<&5U0+ MED!>7X(R-#/]I=W3HWLS?+JQ)'B/R4Y5G4GT30,@+"M 2[!=D)*Q(/OG2@ M#&&LES8X-I4@]&J&F4@E44JVAEP7*A'VM)AH^/UT^/,<"P M=2UBHB3=6A[Z\,.+C&1&TI;%"1$;ZZ\?A#+(-38!];__868:[7+,Q(F2=:O*96A@];?M/RY1HBFN3LUA3Q5J;EN[B\Q=_6-K$76UM4B]$W86F;OU9T)F%PQA0TMG_[E> MPFOH71+'89V;?F.-/18]1#IA#Q&U61NHW=Y&[Y /->H/6/J0.V.3()L-"QF@ MJ@S0RHB99U&.1 M"V*:]BOS6/(L_3]G*$"'X9._VO'[T+-]]B!ZL/T1249GB.E=+E%V3XH;M#S MEGH+DL;I$;;D-^L1=M;LM-(*N&A!D]L.CSC*0E;LQ-&&5-JU0;^K"@*4$S,0 M_=Q:+;W#((XO9Q?CQ%63R\TX>P0PI\:0V[N[#*$=F$41X3'$>5J+'BP$\)- M40SK/=(T#&W#0.EV-!5_54;FD;\IM'G_63$VA6C_\9/M$3.+32$C;6JK@[_J M\F"?OKXN'I(IZ#VFH'?:62GH\6A4 M7]9,&V3ZE/ [8^ UN[GY62GQ_8,E+_M19;NWVWKN>Y19YJWNI\F="MN4+GXB+*0SM-[QY[!>-^YXY$%&F_78>#2RC$ M6DTFQ/I]^0C.UH)F*+,9]MJ;8HUK2#+0<'@EZ-"'ZY(.N%6+-S2Q"!@?:?. MU'97$-<+UFQ98SY))B4O1R5NTDS>DQW=& MC@?VDKOQ#Y=R RN">U@WDG93$(<>(N68_MZ$2&D#4LKB^DWF,Q5?ROYBV_JKM89I%^DDKSBU[Y&I(@:3:28?[IN3-'!K4"C?XBL/"4S_Q#JE!E]B/IP9R_?M/,.5N2 MI33\2/R<\0ZL;;_6)H<,& M>0&D4?9>H8:)@>:V6.'Z?]#6*2Y1\-:VM&W8&W6S*6#EDT5$1(_5W G0MI@ MR?1%0IA: M5WS.(,+M"#F#^.M6QNTSWH1S'A'1\);E@:%VRR#N\\D*SS$YM\3GZY-.OCK2M)=9NEE2F]&J#[EE?$3\5&=D)V>GXFW52=NHS=FKU4WOZRIC9+UZEN.\WPZ\W MWV^>;JX?I>'ME?3X='?YOW^]^WYU_?#(RUAW/TO7?_MQ_0/0;+^5;"D;L]9 MG$ZTM/^]0SNA2G*F04:&&;0RS,GI6\;[3RR5=%$A9T;>69@=$]\AA$;U,*_< M^[C:>K]TZP-6A%UA$H;AT;$5Q7Q,6OD[$6\7!NT50RD%[7?.7.J2_1MQGI8 M%%H$H>*>Y%@!;Y\7B([=CR^&UF7W":/0$- MKH$0TO_=4&ANS$K+A'^M)WC6K5!1Y1S2@B;(\CF;!MAD%0M&3?A0.6U_M.$]\#-\@*CV)#A6':L_]=EYBI]Y4K,Y;1:@D.E4< RKLL)N2^NP'ZL?IZ_.FM%;6HPV3EBHAE6+(2BUBIMY(8B>.#B(61?FV0OBPB5NO%:KU'C-1C%=6#-X\H MF9 HX:K+JQ"V.R>1OXB(2[\5I4><[!?O35V"]HPI?]()^V7QWF/8EC!MY+. MO._I@RCHBA]\2*KK5VEMB=) "1%TS,T]$P3Q^JRJBB'P0J3Q%1U3 M(O\LN>>1ML:N_HW^O**D^9L< M*VW BIJZHCH&L0^1M-?3F6F_4RJ-J$7'AB?9(Q@3+U*'H>OB.A;8KD'.+3Q?"FIXQ:GH*HIZ?;))'_+2B@\- M/:4V:)UU9?&K+2+HA-B3,@&=RD#745-7H"Y+B4^1A?ZC9VM_3&P35M -JX6QM5LX'1B/C*XQ[L\AP^CX(T,MZ" FV-9H2NX5U67JTIY.;?928)6SW?V9[JGS M."$.W2E6;VZ_?92K_BLX,]X3Y\YY]%A/I=^(..?+1P:"M+D0I*W=LGW;8-1<M!M.N#9J-9G/3RI[9.6I&'.F%/>ZSM'7\+GN-FV(=^3C=X=R;V [06H_8B#H[MUB_Z_0F6+L;]N\RVW+RQW5PP?S 263PL\<+M428WQGWCNO(/,??2K5F,5]_- M/=^K]9NZOWCGU/DO*CNA9>< 7(: ,/E5>>\->OEHB MO.[&>MNV;6)9[10EEA_IS*/3$75\M5%MGDE*4VGQV5Q1;?4GF?^D8ELZD0S8 M%?3SO67=C!@;;U2O_XD3)*%7I]]B1\;45E9'QC!4 M)1*$]E4VS09"K#'=F5*U%MMED46&G6 M?47'AF9$A(#['=94/"NG.BK$(L%EC_@]""ZLQ%/ZC%4@P\L,AT22++]<4 FM?Q@1,_\[K:Q.5<F6_0-61 M7?%SN(>6GH$D4W+I=)T!30NR69&KD:N+3)+/AJO57!IN%\357($Y]U@'Q(C<

MLI7G^*VVLX9#:Q\;%(:&[#BU>9?>*7F7+-N3 M@$B2/J>29TL< D"Q1MGF]$BI1#3F&2?6.\M+A(G!TV%*P(XZZ\[(-@B+PY.[MTL>&12S-
)W192G+K$R(NWW6X;MZ,)B9[?( ]H5#3<+2 S^_&KHW"67#RET! MUS27MY 1C&#N;,\EYO(.OHP";"#*JI(]KN*F2DCEMM
MVAXILJJ,^K33ZFF=CB[_4V99O?Y-$V>99OI,ZR.'DC_J9 P3O"#F*WEWF0Q9 M7198DV! +!4U)A&V+]9XG,EB;1@TL%@^S4#.VPXO0'4!?
$D==A4,AP@S%FGB ML&WN3_O)U@43C'C0@8R^OC!AK)-[=,/B\QU Z;S4YJA'(BF!DSL M?//[=]NAMMN1/S4;UM^X+,),]OGT..9@+Y[G$?9
*OT*UTU=SXKCN(\SX5-:-!7!A&#*!TR'9I(E\;-D?C-L:?,F*>^+OA32[G+DR/ M.M=OFCEGRS)T70K_I_.$P82AA!:(@+-F.ZOVDT+$_Y +D0L3<&&G>"
]D!]WZ MO=1G)9$+D0L%FG@2+I2+Y\),;= YD]O(A*YL%L;M,JZS:S:"90F M^:,;08XHQH?1(3.(8U#V37LESF'[[H:,2'E0LS&#\3@#M0TM_H/R$V?7;C(6!
MHYBL5QOTVEGECPF0UXD8B6O.Q,=('S#23%T)&C$B($;V*-O;,))L)Y>;S+?4 M3G]^"R$D((3V:(H908BUL3A3VZF50:P =! @[N>.-B$LDPQT?
(IAT0=]KIBYH M@C 1$"9[G'D[8))PU^]QLC@R-I^M(HKV^/,R0U&?HRBSDB3HTDN&B04A)8^\ M!2J?:6BV*T *[Z'E
B@G$4%D]JA8>6MPB@6./HA<'"*QDG2C% MNQ$<1U3OXH!#J0TZ*#FJ"(X]6EL<<+!(@"B2X]0<<3>6.W>(I5&NAFDF,:;H M=RM,"?N%6J
;FPNB;,^-4EJU@2J*!8,8.:(NE@ C;>:918Q4$"-[5+(($&.F MVMY,O?LB2 0$R1[5+ %(6&LNAHZT0K3WX!2K'O.G?4()+H;WP?TN3>)Y5V']{G?'5A6>J*U
M!T8\Y:KK;>G:%!=8FP#]\X*H")U20"=1QZ]].N"AD%&;M4&:_G"(%A'1LD\9 M/!@M3CBZ&@Y-;_=%9TY0$Z>_,BU/S*U873_\;\(TNG0D5>4(KA*GJ&E
M#U>($\5#"K.O,#>JBD#9X\U+"!05@"*G/E6#0!$0*'O4N81 8>&!#KKUJ@B4 M/9I<0J"P&(&<^AC$<5Q[Q7>Y+?=5I^8YY6>$
HYB.K(!:/3L=Q>!^;L'%HHY M78,SHU/$*V0! 76S) K/[(T24BQ(A4?]J@B3'6>))D\.D6QN(3HO6 KQD6XMG5YUSXE9H\;OHLM2- M*-9A9;*ZJ0/+B6A1
C/X9$$5MY[+;E"QVEGI"Z(BJ"H"JKC57W:#JE,;M.6L M,E415&4'5=QB,+M!U67![:Q\O?F!ZM3<>W?>A#IIE,N,C*]*<5>B;.!]VB4C
MT*UMV>MLMOV$6*L76?TC?AIP(HJ4P*X_76CMTS$30ZN?+L$J M,06PR,/2[G=^J/W.NEZCS-V8D2O!.>FV@N>DJPRE?35QLH22BE"J,I1B')O.
M#$HMA%*5H;2A->ZHWK '4YO8:=<&Z4M48_[A@541/>I0U\.#U$4KB2$E-K MU0:+8AH61<)SU%7$R1X-,"%.6#,23$BL(D[VJ'<)
<<+"&ET\;U]%H.QQ^24$ M2E^D"AZGD*3H>V"EL6-/.6$-:\XR%@,BV98KC2@8:C0(,[->
(ZQ*M+MZ1^]DR5O3"9XQN0]7)!U;L%4;]RFOK7\=+R8$TY!%;4L(CS?N/1J0N< MRE[JV*;)'?4^&T?P;*?)3A5G57@^-EE+8+:?,D3WZIE'A2@+
(Z4_&H$0K11$ M]ZJX1X6H4ANHW*2!Z>H[6C)1SM'DST[^!W0*C M]RNUZ-B(9*D6Z^8KB+F+&#FZ AP+(^W(]#K$2/DQ$DL#C8613FW003E218S$
M4@%C880%;TI2H?(T7*OH/A58?=ME545Q5ZVZ*,3%(&6]1,T"FC]V]"7>RF" M*@&MZBA+[<>,0%F7G^G)W==3&8R=_,QO2^R*C8,8",VKN-3!$3ZZ,.&
M044V"BI^@.6^"I>W#&VNA([1@/S.J3IOCNY*X=*/_IR/0S#V3B:^GKO': <8 M[JS V.T<([HD@C<6V0;9)G8 ;2_;L$YF)U%A&=D&V2:V5V4OV_1.)OB'?(-\
MSON9=OV.GE]*FZQZJ3'8X@7*XV<$6VSL8CW+^R2BHLA6[/1R9=7R8<6E6' M=EH>"ND3*[2YX2/.+Λ%[R_?_;=VT&V95Y0VCWJ'N$H=(!-NV>*K?
E%3K(Z" MET?F=Z^9A6].G% QHK^JZ,\C';TG9Y&.CNA'] N5:A07_4HFGC*$Λ*_C.G[M/363]/WC)#,EJNIU\4L'N=*EWO?:Z5+O$5D" M"C,;4^]{'11F98-
]UTJ??8"^0@G*3,M$UALYYF#D>RR8LM8XZ8:=O+ MI(Y+HL47U-6#;'-*;),RT[;7SR+3%ME&+ AV^2<;=O/ILP.\HU8"$^^R3G3
MMB]GDFF;.]]DDFDK2.Y9'CFC.+22#"TC;X4@4CLZT_;.:!;,U0WR;*4#9]<:= M$(=*.O%
(;A6M\/[RW7]JH>:OQ#4TB88,LN2,XQ4W3NTZ%VY1$Y_'JH@N>$^= M1P:>G9X[)7F""CR7XS1X>* T-I=*HU(;-!N]K,YG"1!:0IZH.D]T\N8)E?%$ M-
ZLS\L@3R!.Y\X2<-T^T:@.ET4G=*@-Y GGB6#S1S9LGVK6!W)"SZCN R1.' MV%_,+?'1]MI2C1QK;PMEKNS.8/K 2'O2Y5:8,KMTN8Q2\!%IJ=+EXEH!&63-
M[17X7688-#>-92RX+1RF\E:B/91>94/;0=+KHVYZ#.G5Y])+@'8!&"GP MM54LKXN%VXK6R<, ,W@WQ^JF]%";S4P#![<6G92$?(1]E&':(S48C)=.
!/*1((A"/LHFO!&;CU0>Q!"_(/RIA3>N#'/N4?T(M"6;9'%##8EBY;1=&3<6Q)E#"WKX=H9\Z M90]1); $RS1E[T))C=1@I4-:P(E[>V18+*
<.FT/#YAD'(':!U8!ZIH]?QC M@#= :Y0$4?(*I6!%->2D,G!2LM2]'9SD5P80O\8:SLXJ9570 0Y M"3FI#)R4+'UO!R?Y50C$KY>+=3]Q:)48VBG4_?
R=_T'U.H%1D6<*$YU.0;)Q M]XBV WI0GLIF3EVQ;
M@XWX2:\H)L$/Z^0D9Q6O1_P(AI_#5,4D^%%0_E08/XN/$>CL$I.UC1L[2.APD@H+5;EXP"GQ'DV+!Y9
MZ*P#,9_Q[L<<'_!P"J3R7&E*WB7+]B0@DJ3/J>39$B/<[*XP!$X.GPY2 @71JN92)$HO'- G3R,>&12S-(":,%+Z8PN#=[;,.W]6#
MP%0DWC&"_W\:NC>)&3HE;M\(%\TE[>0$8P >"'K+3&7=_!EY##^ M*!>1E/4!K_[+!L]$D$$U=43;786,U'&K3=LC15:549]V6CVMT]'E?[(=+KAI
MLH@HST#:U4<,)7_4R1@F>$',5_+N,AFRNBRP)L& 5+8N\8BP?;'&XWS"<+!8 M/LU UMM^UO@%\"5UV%4P"'+,6*2)PS:F/^TG6[&)R7++'$COAR?
CMRSD9 M1$%")"1'+4AM\/?[NS/IQM($EI/1 [}<2,/+56GXN)"!/GVF,X=.X#J0;I)_ MIJ%L$_WTPR)SW8#)_91FZ%SW6,ISGBD
4S#)S*47X8?/NN',3/)^85A\(/RF MS\'3@TV >;H^Z#G\??[/@2CJQN]MLRD4> C"UX<"*H&3.O_N.VFBIT3\U M&W+"
[]5^)]$=VP;5;303/JE<8VJWVA4>$]\3=SQICQ\W9G+!SLOZ&Y=%&'0^ MGQ['HNO%RIYY@AV12K_"=1-7N@9A"*5SD"X@B4FJRS+,G0+^;>=JU02_W
M:NC(/,@\@C+/GNR$WP2:>!+NV9.;L9M[V D!-2:..UEP MSY:SO$]BL[RB'F+#^RMQB% 081KM3;C5)M1A">_K,5;?NR!8C5R?SJ3+.JQ
M.*Q'WG([-8CWE^_^8Y\^7PF5!X^HL^LOE"8_>5'0GOS-=N!/2]+FCD,M[5WR M"B:R5-3I&=B6!%L),%Z4HW_]><,?3&R)?QDB6"(E\$(GY8#_ 7&QW2
MH6.XL)Y7%L/4G\A:E&?3 *-W0"\ZD/^\L8[G7+-Y2O_(8$^K7!IL> M*J#6UC2-->RI.S.RZO^:NQ[+HPN+_$:A6:D-U_J= MT$".*1/'"%5MR)YWU-I
25/1']D&V:9@-_KQF(45VL2-!CE&>(XYT,3(GF/: MM4'J4AE9GGT\HBM43&?/#\NA,-#_4'W5M2,!GI8'^(CK4L\]-PTR,DS#,^#M
M.F6:"C_:0EQI0O5G=B90>_^#8;F>,^?G< KT7C&VNB3NY)MIQ_X5EHXN#'9V MM.Z!:B:LN#$&$+$1;.&D3I3SX2S9^/\"?A[%*H";G-
M;D=#MJ,YCC*!7S*?BD\1EC.2AB!P_;U1*AN89.NTJ'NZ&Z*Y;C;O)D<)72P
MVZ!PX!)NE]X.*24*4BBTRH^KHRA'VW&E\FH<0N!JCZ$;GJV'@=+M,,2KMEUU M"BT+]J94%5E5,T6/GW*+N!36P X?
78MYM4^BH>')@NSHRO\NN+4!;FDZ\"+2 M!$;:D2R!7?CJ1$;T49R=)LA2F 6[0-:-2B(5#6-H"!1I"!0_P')?=0I'5RXC M+*R"2F($9?4^=.QCTS_-
GJH9KTYU=M0]5FC$9KIK(V6|>)2,.P2D)9;89Z"1 M49%1L\CV2,BH_=J@DW$U N13Y%/DTWU^D&1\VF[6!JJJ(J,BHR*C'M>7E)!1
M67*+FCKN4CRC[NXI<^QJ]MABIC1SPA8S)2"2^B"]|-6,^TL6LQP2F*+F3*U MF%$%:F"2J,6,2 ./UV*&N!.));&YXDJ8V(UERM DIMMM=-6N8(U&>C
FT9J? M]/:N$S8_,4*7CW4+0=#Z\6)V =FZ9I7J47+DQ@ZGL:CB-7Z AQ05[&8JRIOGM,=.E"L"%/Y#$!PS=)0.,S*H-_TT\2+T M7QX@D!T;5DT/U!AV6
3/BHAGT8948J7Z(M+_]W&64AO(FZE3Z+ L/V[VUV9/ M@QM6O#VUUT- WV39I#+U/)-W\,,FI6.[;EV;.PZUM'?)?24SK-PNA&2^@M&\ M*ZQ-Y;K.7-
&L9O0,;!T]R0XA-+#&NV5!E<"\1T;7)L@:M<&J8M#HVZ=E6[M MNPI1GQ9%:C.]Z%?BS1W#>P>%Z-(V3 3 M?]/O9K;I'T?W+MZ'?
GQ/>VG2&^:L'[AA14>H2I;.4$:QDTM&\9;8Q"R!(=N!E&C_$!X_" MD#6?UG7;JP?/B@(2.\I_UN^FCE]B3<^3+8;Y0,-<,RRB7]3N\C:S%_E!WVQG
M29+D6XLBFG\, 72,++-$"(JQL;#R!&?-9AI[$_VK6">ZW$88<%&0DAWLC#SE MS[?ZJ62R4XZ877+\+&PFZQ:D<>_&WVWKV:/.E
FZH:5_\^GSG9,G2K:U(CMZ M8?IUN<&R8V-, Y9V;=#>/(*,>=?'.@C#Q>['"_Z79+I9/$^#@BZ]5ALZ+2T:5 M*.;I"%%=`2%2Q#F7F!#IU@:R /T:3D,]+WZ
.&5L*<[-TE!&Q/I#LF%LND/& M!^YSIZLMYA3E654>OP*![A;TB1)GK!V[*/G$")F"@CK)(,.:LZ[?R]ON28-]L M)VZ_;K79C*Q1AW9)N0$4TRI) D
L[+ZYRZ/1@MK^7DAC]S-!TL17%;:5R"FG MS[M(N6AGY@LV6('?-+K<\6?[T&\%7N^)R;>VK5!-P/[H;"C/,7;#$>U+(3>USX> M2H(U"/8OV.:.
<&8UQOTY'#\Z_LA.RC5Z%U7KG27!90BNTW5K9>@6C5E%^VJ% M;JO'3./FE:O-#N:5EPUFN2@^*0&W"2R6 "* ,_ZDG) W6RJR'UMW0'?3 >(] MHH9
>O'>PQ.I58;9'J]F2IAMPJE?FJIZQ1NIQS^36CI7[99]24*?K'A;UA;/ M6.HM2LZN: *Z:P6&XC'=M;$W-%FN#80.$!RY?-\Q:C!%P^-Z/*8:/Y!)WS0_ M6-!-?!
(62*L,/<>)F+KFVVN-7/.%G=51OAR(XK5 M6]6!FD%1E>)W!L3L$0,NQ6*V71O(3;1^!-F;+F/O16?2B#X;EL7S&,?2C&,!
M8SFY*9.M_4[V@QEYP;)7ACNS76+^ @L\@SOBNS!8,8;,^K27S,"I./)Z8B.O MRTJ75_&(:Y7V"@I?IMLE=JB$.:J!PB57_#D?
O2@VQL475ZK8XHK5<.BE]A&6 MP5)#MD2V7+)E7VRV9'4R.JE/SA5MBQ:?28*5I+(_3(U=-VD!6EYC_/9S&^! M3$R>*F/:[MSAY=RU\'"
(9%A^I@6PC"!'051@+MV>CTPJW%F0O4,[5>XH\YD6 M7N-5EXCK4K"![)%'X!*>7K;()&!%?RQXF[TX_L*+/$NF04:&R7,@CVT9G8"B M55%U:D^ZPP-[[-
WXATN'#)%W 1YQK- IS\H*A#CDV/T>H/]0CM2FK6!W,W* M:"F!:8)\(=+<,LRYR)@OY-J@E]KUB&>,PI9:6G4=,M4IHR
M*CPQ(NS@F4YMT!6E:B/"XZCR- X\NBPV*0@\N$0]]\C(//!?W7@9?(%_PM=-_MB?-
L6#S*T5DGHT;9UG%\BBF,8L,IK(3G2E/R+EFV)\$:2/H_#I,"1"H4XNY1^_3CSVSDN1A15)BPDCA"UY<-M-O6L!U|&##D/%EJ<$(V8SFMFNP7![X; 2Z<8+_?
QJZ-XDY*F5FWRP7327MY 1-M3&/N;,\EF|$*2NG6^H!7_V6#9U+"H)HZHNVN0D;JN-6FI9$BJ\JH3SNMGM;I
MZ/(_5;D6WC1QPAG,R#.MCQQ*_JB3,4SP@IBOY-UE?+ZZ++ FP8!4MB[QB+!] ML<;C?,+5L%@^S4#BVGZJQP4P-W7853
<(LQ8I(G#MH<_]2<;B/XG)FM9N/V2 M[2P6ZJQ$!E&0$;G)40M2&_S]_NY,O>CU/8&$;/?#+A4BJ7]6ICPM!RNG#G4XN M8@DEF+KT(/WP.LP4,
MBP^$W_0Y>'JP [1GFZ4!V/O\GP,YU.\V5+7+1%%@YP4O#J14 R9VOOE]2VTH M;3GRIV8CZ?=JO[7O#B$3-.(N5K?
1[D7_DLM:X9AP3,A[*VO5WCG#/3ZNF(EK M,2]+OR3]C5=&&/W^7G()T6Y]@[;YS&M6IO8L_AZ;I[M)NE,C73XMS ,DV7U;YP8KQY4MYXKB#A:(+HX?
8S=\S+.I/>E95=HX7QG9O8[M4%FF#Z-E[A1B2LQE7K^QI$LR8^+D9)?D@0;I;]?$8?48XG![5-5=BJ&GSZ9RW
MX)1XUS2)>WQ9QTV'3JCE&B]4^FZ[&:Z0J'M%R2CW9+/S11_\9C&TF^2URO:(M_./I1/$6YBLQ>?HJX3[&_YE;5%*;9Y+25%JYA?5%17>:8H,?
R5YTL#D>],?& MFOV6X1O9",VU>+/Z,=[L*UTWKZNG?GIU9&L^K>LVCU>PNQ=A:'49ANZQ7AJ= M,
[75VHA%ATC,=85B&T0QPN!)I$,1*13YPEPT&1?_\$KBZ9>3NZ,2C9JI4TFX M7XJU&Z>.ZV^C"T]683[>'O;YKUD<)6=X#Q3ER-[(WOFRMY*ZLH9*.
J4\:_]?N1,_M_K?!TGF]BWH_(L,T^^93\8C!VH+XA_9R._PLF!R.Y=??5U(QEDPN4#AMXSSN M;,NXO.0Q]_V\6W0@79&N2%>D:[YT3:0DMO?VIO7Λ
[(S$DR@5L%4;]'.O_(V8 M*AI3IR$K4)<4!6])9%A:$=8NBPC+LO)+N>Q(/^]16TMY3&%7EM"_ER1?K'SL M?
MCV@M5AD#I(':0.4@>I!5>%4)NAGMRQ3QW08K!9>"^^OLXF7)I17' M0S%"]/J-.IKA4M[N]86ZO)^1/891V-H?W/L \I#7/9/(*W"TY8E+OV(9AK:%
M+"F=<@?=-R!5 A]'2 MWF^ /':4;>.TFMJK#=I=04CY I0J9(*60.D@=I Y2!^.]%4%-!BZ* M'[_416C[8F\2:^&-V&9[*Q.D,1K
ML5.=58W/V89#+ZA@(@:#+4@=I,YAU$EV>+"W.X8PU/\U=SU>1?[!%\=/-@CJ
MWY=R^IOM1._6$7MP]\D;1J0]6H@00@9'ZI2?.JA2B;HM[(DL9[PKR$+L"AAJ MQJOPJK2AYN('B%?A5<5?A6R"5^%5F+B43$E_W'1NTS?
VF6*&4G4":)4)NR)U MD#H"!Y\3.+>?[&7K%M:YY<8*^K9$9_D-+3T,1M^-N="^F[*OW2CW!J^H)TC, M&?&%W(_4*9XZJ&\)NF?$]WSGN66H FT9Z,G
J_"]['#T9AV7SB=/4Z!Y'./#H= M40=;?NVO1^N3]4(%\Y%)>2VA[56&A-YEL^D&UL^0&USH#C;S7ERE0T
M3H4@L;L59,\.5!>I),7!_0WW!0)W=J@U>^@0$"!4#SZ42"DRWY7 M-EHBINFHUF*MR2/J4A_:4:V,K"FJ)P]%!HJ,+'0(-7>3H\],CDX+_9GIXICG
M'H%7P3C9?Q9#]=\)PS3)S*47X8?/H<0P+#YY?M/G*7&>#2LO=B=1OM7O0ON:P5C@G'A+RWLE;MG3/$'!*\"J^*FT,2_APJ6PH_CA+]B)C6
M5IF,LMQGB9=5'!U[MAO15J6_\!TCF,@=QKQ3.1+>SH%RYB;MS&2 MOT3&-C)4Q/"+33O;1&%L-T1, 5"H8ZL;Z(;3XX^\8+GCAA:GE(N?&R<9EN1-
M[#D\77?/))UY+1S^+0S#9*GE&R[FZD$U29]&T<6I3]8X6;1Q)KV'H%5:N.'4 MGEM>]CM06:;_.(Z=$T_C)SSP5I?*
(FUA*K^7E$RRCW9P,&2'R]*HMWLB[PD%OFB!2O7SZ%< M42TXAB+S8R@J'D-)0?I*GC51U/S.FK2:_EF39E>M3&PVGZ[G&;!BOC 73H=#4'>%@+CR-
LQ>+N5=UI56V%I54J_A^R- M[(WL?63VWE-K)59V=5L%#NYM9E? H\VU[\[U3DXF8_4R:A,ML^7S0C&_%C^.KJ =@'$ MN*6>9%B:/:4'N?4K7HNQM&
[]',I["K'M9U29%>F*=$6Z(EU+4#!7Z>Y6$F$# MO^'[-\LQB5(!.[6!*F=5[!9!)2RH3D-8H#(I"MX2%1A,*<.ZI9%A&94I+]$E MZ2<_:FMYCRDLRQ(Z^)
(DC)6/WRO3%AFI@]1!ZB!UD#JEH$XB8WE/1S*NHZP= MS5CJG:"$WHV?R%N4_MECH=.TZJ> @$$%2E @[S&8#L5Q7R <8\T:O JOVGL5

M=G!>$Z)ACS>)6+KT0ET/QLA.J;F;G9W)*W'TY;%+;.QHW8LXI5ZZ^;E6NADOE*O8Y MXLZ.<\1"-G7.JEMM6:RV)_(FO1K>A"6SLVI!DD/]BCF>G;
<1AVY0P40,1EN0 M.DB=PZB3Z/B@NJ=1XU#_U]SUIK SN ^^.'ZR05#_OI33WVPG>K>.VH.5VD#9 M3-%*?+H0,8034\N$?
=P,EM(W]IEBRFMU$C(JD\:#U$'J M')DZ.05+G^QE0S#6#^S&"KJ!1:>-#RT]3&ZZ&W.A?3=CW[M1WO)6;=!I"9+# MA/A"[D?J%$\=U+
<$W3/B!U+SW#+:.FT9Z,G J_"]\#T9AV6'B]-#\I'.O*") M9),WD6QA3;"M)SXR*2],M[ULG="[;";])>4M!WFSZ"_9Z?C] M)5O-
S<(892V2GPI!8O>_R9XY1).&E9UN]1I6HK! M87&JPD+9X_5-
WX>V,=>-16$^4%RHOBF0/E13IYL14JP/%T%'C&S71X=ON!U<8P7^OG5T+U)B*Z5NX*E:"YO(2.8^-S;?DLVPXWY ME,Q@Q9O?
[,25PB;:_I#LNO+OQ%EF\#[3^LBAY(\Z&<-8+XCY2MY=1NG5&<+T M@F>K;(KQUG/IO,?C3..](7%@WO[R@PBP'9XP< &L0QUV%0R'"#,6:>(PF?
K"JC/NVT>EJGH\O_[+(:48RQ[;%TR<2EY;E?SLD@ MBKK)0,F9>,D]7&+ PIADYM+\,/G<+\W+#X]?M/GX.D!R[4C>BVQ]_D_!VCI M=QNJVF6 "<*
[P8L#+#4 2^>;WI?4AM*6(W]J-D^K_9;^~X07,7:O5C=1KL7 M_4LN:X5CPC$A[ZVL57OG#/>DML0T^(YF%_8W7AEA@/E[R7'LC4XCGL5Q:4^G
M8&AP:R%&+DVVZUZ!RX3@N3C#C\E0A?H-NHUN"%K^R N6VFIH<0H7^;D[DF%) MWL2>P]-U]PR,/%#+'/XM#,.DF:\;'K#JD3Y)7U+1Q9-/UCA)?
G$FO8>@55JX MX=2>6U[V$KTLTU^DR4LL3[Y^8TE!OS)+1D#]0A\J4O7Q+%8\>2378FAILVG M<[]PM-]MF+NLUOJ@2:P%6O7WBI)1[LD&#I9\=_8:
<0[-A#]4Y(L62UE/D_^? MN47##'D5,^13D+V2:?"JG%\:?%=A:?#ML[[:KTS8*)9T$#C[Y$"8BR;C#HT7
MQYA^.;D[*BA\0&)9[*SUKE]JK'7D;2$PCKP=@[F?N3,CY5YHVO[%D",6^I)AJ79 M4WJ06[_B9>)*Z];/H?*@$/M^1D4CD:Y(5Z0KTK4$M3S5SFXE$3;P&
[Y_L_R2 M*!6P5QOTLBK#B9@2%E.G(2M0EQ0%;TED6%H1UB^+",NH?FH)[4@_[5%;RW@T MXV4\5L*[ER19K'S,7IGFWT@=I
Y2!ZF#U"D%=9+%2[LQXZ5<5UD[G+%4/T$7 MO1L_D;<(-;37K V4# *H(J$&M2A1T;QA,V4,9ED,,&-C%KP*K]I[%;:879.D M81,JB5BZ]$)=#\;
(SJFYFZUGR2MQ]*4; CO/5K<3VI;#:,WHPVEO,]O/L/'/ MI5W-'5B&>QB1K?OGU:);H(70TP%ZOP'RV(FVC4-K/:4V4#»S9LO?\]^2@*I,
M0T:D#E('J8/4J1YU4,$20<&*']K=H5S]1LPYY;K5UZVZU7"I6\4^3-S;<9A8 MR*:S6773+(O1]D3>I%?#F[",=E8N2.(UI:DN>7;>-
ARZ0@43,1AV0>H@=8X1 M%-O3=7*E%_R#+XZ?;!#4OR_E]#?;B=ZMH_;@5FT@0% !(80,CM0IGCJH4HFZ
M+>S)R,UX5V@+L2M@J!FOPJO2AIJ+'R!>A5<5?Q6R"5Z%5V'B4C(E_7'3N4W?
MV&>*&4K5":!5)NR*U$']Q\3N#CW!NLLEY7D)@SX@NY'ZE3/'50WQ)TSXCO^+.DJ"5I;)$A@@KR=A;&'*))SOC=;K)< MF7**BPC-X8.LR+;);%^N0I-
9%!8H+%!8<&&1LB/U_JY9?85WK8TH.8[R N4% MRHOBER21O#B@R_6F2%!!)"B;$5L4""@04" 4OR2)#C^VU"P;Z_;9F7=Y4U>(-M?
[ZQ_*PIJBJ+>/&D:Z_VY1^!5,$[VG\50_7?" M,$TR<^E%^.%S*#$,BT^>W_1Y2IQGPPK'WX[HL<2&Y/_\^=70O.<,]P?&8*N/1-,O^QBLC5#B-
@@;@'$=CZ33BZ2R7]G0*]@K7 M-V)$X[-=]PI<)@3/Q1E^3(8JU/+H-KHA:/DC+]C9"$.,+4ZK(#_Y+AB5Y$WL. M3]?=,U 302US^+&&4S"D
MO.PE>EFFOSAG);O4;2PJ.6IWLDCQ0C\"7NG1-'(M72_XTU+3Y=.Z73+ZB M8T,SO SE8\G69W4Q_-[#7T;.^6"M$9KT/5X#XI+O("6CW),-?"WY;K(UXAQZ
M#O'0C4 T'^UZ^NT5U8+L6YEGWRK823L%Z:N98MO*,<6VXZ?8MM1VB5W2!TB(M(LZVV P8LF3CB#&7FF]9%#R1]U,H8)7A#SE;R[3*JL+@NLR2HE MXQ%A^V*-
QYDLUL;N!HOETPRV&]OA.<@7P)?485?!<(@P8Y$F#MM?_[2?;%U6 M=I9M(O98NF1;,_#;EW,RB()$-"GZA2 Y:D%J@[_?WYU)-Y862TZ*-/#;4"Q>
M+L3BY:I8,_+80BX\+L5BV.7[Z89&Y;L!T?MH<>DPATZWMG6]!LY,;4J#XWLZG M\ CM@Z8K;S0G$"\)>VO#%9U>>6#-#2W/G(-72#. :\\!.+@RK-
S^P._E'^+ 5?O=+P"]N1 MX!'A]Y>^3A3\^-.9!"M,)),2IN=),\=^,4":LT4?.WQ0DN? 7&:VXR^_!)-Z M,33J-J3?J31W08+/'7;?
#$;D$>==\]@VL6"IGM^98)G:+U1ZMFW=E>AX;&@& MT-&$7R:@6SY(^,W:W 6]"$PM'M7M?H8YSF9PC38AAN5*AB7=PMLGTI 3G'!H
M7,_AC;0A,46/"3%)"4+"C_29(55ZH&S(;$Y@N#&=-CC@ X_S+3D..(L/)]D M;V4[5+YC,3M_X@4[?
61H,=C_$:CCT6=@^ROZ0DU[ED1$%X3O&PL&J_FI:"P- M[4QZ9=HZV-D.;#G;TY)\X/TSV$P^)JNO105N;K^M=CP 60$ONQL_^H^XY$]P
MA\$K%^9J!7]0T[1?8?MU9H%BU0 AP&9I47\EN SP M)L"PG"7],?'%F\T=8!8WQ>JIF:X>R_+O,*X>"!6V"A\7A_$S<5V0Y[I$WPR_ MX0!0!<@-
PZDE\VEX*&S:Z68W8K?!P"O,=_/J^WHL!]%S5RM#;Q7.P(XMA9(M&.F)4=!=\"T'OF\/L@6"A: @YKG>Y/HDY$+2GDX-?ER1"57#8GT9&*KH&S P
M%]WI*H"@9%$8@/.'!%LNT0SOO7B1ME,8W,&POJK$T=GDKV#)-<\&3 ":5QF% MS+V)[$ L< M[&T\Z-4P3KSV'089JASM7J$;S%\'6Q9WT"N27*S_K\+
M&?M.B2-1F*J^V)]]C[$J^_GBTJ<519)_L7A(.%+.=?!.8!MC*CD+)'"%_ S6T98,'.N^Q,D_N3V M>O28[19L/0!,CX'N0K7\X&#-
IN$UN[$GILZ>Z(#^C,;"#SY7W-K;;NFTOI* MQ?6E%H1]1KXD:P!,XGN-?1,;Q*\'JS$V08XSTH+FO3AG[XM=XLML$E 2+(@:) MZW ?+>%RF*L#[*F
0==E%@77X*4Q,9BAL2)% A&]H#0CK.%K18%.SZ'GSDW/ M5S,TXDZD,0!NJ5F$6)WQ)EAN^ :&B+N-9X0W@?E" 9%:L()@Y%C>Q UX9W'. M(F >_[!%:
[%2X;P,#F+=T+C7.)Q,^";^5LPE#^ABE<,TCND/G,J&%LFJ+<%W M?88R4(-@JV>AG\6DV5Z^L,7X\BYI&SK-^54/?U^8R+__4[Z;C\SM5%S_2I]
M<0E"C]-V:NMP^^^YG X+(C,9RL1+Z!GX\/XS]KL[UR9GH)$ D4:4,ITKD#QC MQYY*(U!-0\\"5Q#6)^ &]N@]@AA?;,)-:+G
.@P$5DPB\>#K]C9\SZ[A89BS MA;0GVT-/[$7T M'P7RG\ D-2R1&6'Q?W0NB:]@/8 ""T-E4[X$Z28VBH:,>WU)M45,^G\!;/P/ MT8K(&>=N9SES+M=7-
8*UV3&[K6Z\U2>&#L"]8*IT^\,"1%S2"8J&@.UF/=>9 M(F,L\42_^$3J0M7!&>P7N<4&;?O8(\^7.BW*:=F0I+ZC/BW]H6VTR!'R)2
M$I1NLAR)C:2JP]_'*)3:67VTOKTN1!>+ 88O:S0Z:QG(2%VF NA7TRW"H" M,]_C\EAJ/7P9[SWE<4"L/BEK^_5?-- M E3,<)'(,RAX?A8
\W,##]C^>+8/P"\$@?3\3]WRP8;OV=.%G63CK#]HXB[5KIN3-F,ZG@=K!9F3!,O#%@=73 M* 5]C+P0P^3T9+:*]0ZXHLSW$]*7K4$TA<_\#<@-
E'EV[]SBES*SR'8<^Y5U M5^41%S"7U4[K\UQ93.>;3LSV%B=F*]_PYSOQI?P-L,#;C=,PWO_U9_QU_#M MEX%3,$)
(]\W:0&DVMTIEZ1.9P4SA>;"O@>F2:!?+??#,7\\.M&\;_(E/.,9U3!-D\Q<>A%^ M^!R>AS L/EA^T^?@68$0;&\6W>18|']>\F^CZ?-P4/\F>'/PJU>Y$_-
AISP^U8KV1W;!B4KC,:2].4X**$&U=[YJ#UUFF*>7MIY67_CLH@3 M0/Z>+M*!ER<>A/C5CSUF (;H[Q3%9?EED5D8JY*3'")<2!LJUMH2]OA
MFZ67>^/LXN&NQ_$D]WYCT>\5%NE.=./ *F7!U71K>^C#<7#E&-RQ*Z1NZ^JG-!M* M^PB=_?;[!9I^P/V#V6]8039'/JW]DBQWP;4+8JY@XN(%
(A0AB#FW1%&1Z @[M<[I%N-H :C?6^EX1. FB B*MVJ#5VHSFE+;A$G)!5;F@DR,7M(:*VJDKCB,7 M(!?DS05;BF >P
7)"M6HO#;FJO:129!)1&>2+3W]\F>2+F>2CB@[24:=_*IF MF;%$5'X(B!UA#XH%'&R15;"QT/%,F# 5Z3Y(J_OFV--]V0-1?-?+Q(H1L.D1 M(F>+VI\5?
#+D)%,$6LV,M&4$EH# VM,R.E=@R1EIF-EV M1_N0F2L'Z6JY%!C&^T_E_F.;+T4$=;]M',PI,IZ+]PMV/\96A8BMQE)^XKH-
MRZW\'!",W$CVCU)L6"VP"L4A$3%I G>Q$,..!&\>Y4/$E!\Q!P2Y8B&F51MT M9$1,!1%S0,0G%F+:M4%/%,1@- >C.6)PVPX=<+?SZR//1;%<)PM%$/VF
L)F MAR*8'C;=+++1!A(V L-FA#:.'3>__L??F38HC2?KP5Y$Q,VO59B0-XJ\JPRSK MFJW=ZJK>KISM]_?7FI""1%U"HG5D5LZG?]TC0@<@D 0"
O"UV2X2=$1X/'Z& MAWL=)B'!1D'8[#)#X?-N ZJL,X]F+@!6GZ5I4KEI€\:MO^_AA.Q7YF!Q72Q MRM/N6F:BBI<[XX-
^XH.VL7KS#*ZPX@+/2]^.BY8_IQ6' M$=:B) 4O3&:XHCPAUC1>&K:H58$EQF:*IEC&U->54G42];X22!LQ)&6,H?' MAL]8X!0H\AT>A 73:-,&:F
A3U$O:)%25,,"AZ(D(.])WB=(-M=1G!U%(B1 MRD.UCW33JCLZT7KW<]2$3"Z8>P2IM.K\6W9C_C M0F@=V0OE?R(/BY9P^(A*;C82CI?"IW?I2I6"[:\=*
[O]*?+VM XWK[G+'_V&%P9<>!9S[D P<,F"_"HK&U'N*73AX)9N<$ $.T8$E (?H\V7]%3#XWKOHNZDXB MZ&0_IT#[,[)$%6P$&3;1I34?>6L7.SC787?
R/OV5+IXBTBC<\ M+)A[?BA>FM;X_QD@-64V+ZZ?%G'UXTDA=2T&BRBK*$K-MD&CN.HSUN!G+_&" MS, :#\0D+ T+JSZNB8KR48%)N/[_>9T$!U/U,\
[445.N/ M6NUNKZ:*7(-V316Y.JVAGO\3#6IS4-TZ:I=1>:E2-%&OU-B[6)ESV7VC1$CC M+3=*
&F:W&I1HWSQL%E*N^[\U]I(>6UG@"O/_WKV!OH%I\HPI^#>Y1U+/J1V M9F))I^VM<_8&^GICTNUNMC7=;W.@"J.?
8\).N(NXJV)'H(.8]TO,1!!W]2Z&NTY],.8=$/;&X2[D19C>H M>%O)M$>YZ"E9:D>QJ*FF^()EU M>.:)=-ZCB^WZ8*$?>:M1-
P\6L%#5EJ.@3$W^$'QU85F6 M7H!TK[@HX\9DFZS(+DJU2>GGG=0 Z^\40*V)C:&7C/.B\X)=.0$^_A)[L8ET MQ8 EC<9X+QOLO9I/)FEH
;/8%Q)_6EUE'[],+/V6RSGB/VLW7IEUXX[Q4FV6?.DB> M.@WW:0<=XQ$()_/ 1=JW"Q]-L6J[,Y\'.?D5@_+Y%2KE0Z<$T%8IH'T* LR/ MF48A4EW[?
RS4/LQF@G/41OG-TD\D@WA$<@?$U1EY@QZEJ&;P7:6P_^T5[Q M)+[VFX_WW]IRCYTW/X%FXI3(O>U?2V3XY+[[:_]*L:7W[7'34W^)J2]F#\
M@*F^>O"6@-!AK_W3:^W38NE[3Y+NH:>E5VJIW@U\:LD\XPE>A-EW]LSFU@6_M/H3KK?1Z;?H"P@YD+E> K^R?Q'G)
)M%;B:,^M'S;9D.]N@S^,+'VXU''.-1 M,N-LA3=M(1)X9UK4C"ZVXC72S+97-KP$KTA'(1X1#X\%(OL\\QJ$V(OV)VCI MP+*YP&ZB
(81BY1",8.XV_;#',P$G#O\PV(T#0Q8G# MH&$E^DT^PF >I\@;RZ5CB_Q' Y.V8J4@C+@FMT#X7+RE2&CT^"U(TC"]VGEI M:1\,3)4W+'DAC
P&L;##$'O_L%SVF,3!]YC,D=2VB1IBVW\RP4&""2VFC*I M%/I[GV/ XD3.?RL8@5C'9-2}(.Z,&NT<7/B-JL'MK#795TW_:.OYR$V57/^ N MUYU?
4!6MZ4Y0AXD:!.DK5-LP46W?F,C@_IV!)Y^#YS=%5 MM%:4IC'UP.+)GF*('QSG3[= /VL8'Q'**EP=I7RHZ.-N+[8-IZF9#HQF]J*9 MMF]&"Y3Z,E @SU*
GPF+!'XF#")^"CBMD1/:R\QT911>E5/;WGD-I4M(R?ANN(MH\M[S8SG M(*B\>>E_&? ,_T43FRA]M=1TCB+>^";'741.+19=6(9VIV0Z1=6.?&[#;VG5
M7#0I'A*YDH])'*^LF^.5=7.\LH-&4. 9YK14'^B;8]@0F+FFVLK?:VYNKH#G ML\VA@;Y#*>A<*:BFPR1#>OZC(<)OP.F>MC4:)472SB("G[Y\W(@
1*CHOLY2 MA207)EB)/<$D3(P_/7O@\K&THG@[7?=>8Q(^>QNQIQRQ&;P&#>N#:+WG*PND M_?SP6:@1T B/+ #GS%LL/1?Q(0,M4XPILUBB?
XA\;\G@Q@<\GLN?SX\0*>^5 MXU0VYY[]DV>6:*M@;B]!/DLM],CP4,T2!*V&T3;4BD@(RWBYXZ>A0>QJ%OB8 M00A7\.--H%>".Y&+H.%9-
AZ%%V>.M'^UOK6:>'3DF1^-#K1?V0_;])K:.\,U M+(,_*]![PIZ.@5"M[2O.T>N ;Z\.%0H3F6#D =-'<0+&/J&[=BVXU$?UF6R7_(&/P-/J%K-
L4YQ(\R/SN^,9H(,%"^'?VM3WO@-9 M'UE3'G:TQ#'V9+A-X#-@,B 37#+S^3R1VY]!F\.JP"Q \LP]L8W##[ZBS;7P M+-3FZ-GB@C6U($(K+=!\&,
=+B^_EO_%C[0!)0SDY"F8 I>PQDD8/ 6RF7PU-M9X;U%]A3(;Z>Z06QK?B#F9&PYV9@+>,/G/L8D!K6UV&/AB!+:@_-(M>4%,0?
MA/$HGB@8%Y87/O/#QR%@8!I)DPH!F"--6R,<2M 918DYM]DL9G]-&2JI MP.9'1@&[233QW=?WOR;A1)\]1@ZW87WV9+/G($/4;)!.UF)('QX+*5Z'@<>Q
M'+!91 PO *IF)&-,5'5"/;[C%@3RH"8\D+\%_I3.CO'92A"^BP"L6Q_L>+2P MY:KQ5<)G9/P%+EC1C>%Q@E&*8B1.#L>*G0(C\%Q^MPS%V8F$2<2J ((
!A?5 MD"D^*,OCT(G5B"AZD27/]'5YV,J]N"SX*;;\L<:PO$ZZ5:_0I_HI/39M6'^" ME,*#M8:/+@=Z'_ >Z?J!+FJ*D&<3CXP"<6RY/GB4=
(%6GSPQFL2.X^=]>/OI MX?U]O/"Q@P&R553^0*$C0ZHSWUO$]MZJ0HG'PL_Q@BB&7R,[F L@<-\P'F7L MUS:S861.OX
+R]V#3V[.E@H1,CQDCV(P@KW'SAN*;*G\4IX7,D"04SJ-L7V\ M1I-4-&%!X;&:=.915_Z_3TMM# MU4YKZZV^7O7E-"BE!C6HX[!]R9/'N9>-+_.
\@//BOM5),-]V$R&._3<|H62 MY0M:VB6IDQHUUD=]5!2]NAZX6QOAEQECC/=':%$(0P=@J/9J M&E6/"\(3SM81ZXFYI4JK'*UYV>&PI)%=Y,AJ.HLK3GF-
5>:RS8V_PQ_N3KE3S.5/]>=-\7]._ T*RF()'1Y4/NLRP); >E^5-D7$!,0$VYF@X+STWDPP MY$R@CX@)B
F49X(M_;,.9@(\7]L<]JZH*28QP=4R04$)OKV98(Q,T!OU%&&" MFKHV7H!SM"4G\&@A"6IQ-2BH!9;RT :;#-N-R:A-#?.N$A8%M:QVP:+3F S[
M.L'B&F%14'-H7XT[U!L3O=EK#PDU5XB:84&YH+U1TT74=)5I]7NB@1+G,\\> MO-!P3AVN+K>S=J6>6\G)7X^L.%)
<8]A#4=!NUQ77*+W=]V+$@SCJECCJ2$&2 M81_#Y>/1P1TG7,1Y!3,B..(ISVK2M&M.^ND *RXOP))%J&6DTM*,,[>IC(&N'
MB(_63X/NO[S[;V>CMJ8LU@,:5UVS&9@WQ>LQ]K9EL?Y8>]JCZ?!5L%AVRPM/ M?)+5)7BUX_>9$A+WF>H1>?;?
J#'1#T_C4&=3B9CB:IEB2U;K$9AB#$S1.SC5 MFYB"F,)<6:[U,\4(*HGE!*)3Y,P> 41= M&U@FA+ANT10-3#!G=7=.274%28 M<7L$%&$;D'YPWG9-*+J=
'Q28)O.1AV/B[8D^AR!BP:-25\1/XLP5(2A5Y5 MM-'"%MM!P:P2DRP+2QK;9\8&4VVV;@'3A0-K8:CH^D'#/ M:3.Z?G(D77UV$C^AM=
[HX)R!PP/R>-5CLQH.,M7/6^,V",GN31QL(N#M?]]G M",#K@% ?UE4NBX!WZ< [F;<\UAN3\4#]]'X"WEE/CQP!>%UPK+L'ES8Y.O!N

M)PSZF069IC9GJ%A-]RMV_^VDB;S?THV\D3.59WBGX;M!I\|[/YU?VPLC)? M9[AG]H-2;8M;&COU%D?Y""=E+;M*..FWVXU)9ZA*
ML50"R@D+*%4$2@=S>E71/+<3T/ODFMZ"::'Q0UOZWI,=T*&OLQIKN!H/Q@_) M-&^9RV9VCF/3;^.9KKJJ!I$_K!)&"@VUTACI-
B9TV.8J,5)HI)7&2*\Q&9_< MN4:,%-IGI3'2!UVC2HO"VPFB99-$-.,U-".3*1)'UBBP=BY;;26'Q[5VI_'T MVP.5_!L"R@D-MHI
P9:P'8J87"-0"]RVBD#!@U(#.L%YC4 I,-TJ @5;BW8. MMM].$UJS[&#I&"\X4+8=5W35MJN(O.V!M, M=+_K\KO7)9(1,'Q 8_*JDYX)!9)3W/NT)Q,SD
)=]BD%U#O$4XX^Z^">HBHY M/023$YTCK Z33F.B2M"*4'*B0W_54:*#<3PFF%PA3'8&45QR[6 M"/V=!:$?F6'DPV@NU^S4?SK*H$L243O
YJ4@3BUMA3,HWBIW>GG5D"C$=_GH M*&R16P8=6 B3T'&%Z"AL]UH&';CE>+#-0O!0$!Z%O4O+P&.(JD65[:/;2;C]
M&LZ93QFVY[*Z./F_QHGH(@$D15!$OU7)RL2HOX2Y9Y^ :N<1, M:L&*F*F6(YY5F0DW%;L'5SH_.C-)!S(>04S##D]+J3,@<8+[,U3J BDL+YHZ M;)5,-
+1K'=K51T+.>Y"9[K^\^V]G._@+<,)NQ_@8;W1D/.2;J#QJ3$67"7^.&TF"C^^)!0,%6KP='@=4!"@G(JQ60 MM99PT4>-B=Y7Y1 (9^
OQWXM9:DT;&3;J>NWG>*) Y<@&_P(?*])8/W\N-J M2U@COD)4\NMX?%-KX94N=LFEDE]7"911K4#I*)2*3T"I%2CC6H&B-R:=-HF4
M:T3*L%TK4KJ(%%7*"-Y.//>=YX.A9H3[!6=0.*L4I]1:1[';4R*:MUEZ0YJ*.A .%$1)[5NLG2'CO-!PSG0< M1Y!Y(TN(\C@/)LO]#=UQG_P?B3^+/ MF^?/6L-
%O7:=;3>(/XD_;YX_;]UT!W7]J'9R+O]D+O?(R#0&OBBNT9@KQ+@S_ MT7;Y>P>P&BMU>;N#F%MLUV)N^/KN&)5Z1T4@T!$$KSH_";)O_K>XD<3,\[5P
MSK0EO-JS HW!=*SM&UN&;#%EOM9M-S6]K??X[1M?=S7#AWM]0)4/\X)G+N"/ M)[@S8 *GOG]#DOQ6OP'!D/A;\9WFK FANUJ;+%TO!<&Q.!E?>'2T(,
[<6_G MT39AP'9H\VJ_04LK/YMP[C.F+8!T\X(U\4G8KNE$%M/^7D<62YG*U[FPMQLM M[BPOO)//RF,V?2O>"<#)B>E1;?
A;%\!\S>JSW[:Y=839X\;7MD/3>Z_>MDV7(XR_WYALR\8M7KUDH[8* M]H@XH[-O >T2JE(O\$QF/> %AZEM]QZP\:DO3+0C6D4\.WFL:N49:O-=TM^
MSQ&6"]//:^?6+4DG1QC^N'#XIY>U6[;VZI]?U_(;*K= MOBL[])V*O=_1+%GI,PN3CRC$5?CV@Z.P8A[-
*6H.&SL:KUM1C]6'03R*T2(=\^P]O[*36Q%NMW12,5A;% MY?=.XO%_B3AC"\L09V@SLSME_:%N3+NS7I_UIWJGJT_';_ ;F8.!U?D_C.+L M-
"?'B:DX^67J8W1UBPDJ[;RACO;G1E.O9]L*YW%X.W.7# ZWTUN,;> Y4;C] MEC5;-Q,7-H$[F%]NN"6?04;ZOK'7FO_.D7M?2>&1W4Y\9W^^,&0SV
MM>$\&R\!!K^S4X3Y95>E'$&W3WPVJV7BPYR)"_H#GWK"SWH=@6WABUYOOQC* MC$4#/P0DT]^*^0I4]0-N0&#$'&O' :,"7WXV)GFK6\1XQ\-
@WO3!UP9'V3>HV\LYT 7 R2D)G:JT'P"W1\ 26>VR328LB#QLQ%H!JIE MQ_&>@]XMUT^2'[3&TDBJ=ERVEAR^2)^ MEC)Y/&X-
AF,4RS)36+Y82NP63/KGS>_[_=9XV.W]J=WJ5/Q^T*[VI&V#ZNBM M7KMWXX/*20^)H0\LRI=57J"G?R?XF$5)**7+$.W\().?^.ZG!4085^=)N%B MM-
&$=D/EB21V'F#\5<0U/FR):ZSD/Y0DYUE3<$;5M1"GQJM/KB:=G^"G$JG] M94L8;LOXR$GZ4!TP^Y4>+$. &R+B
35:;J#DWA+YRE=E\T#/OF>8]J6*6@>< MI+E\SAJ[M0B.:QY.1I,(+W9?HVYJ,Y>Z2E>4>9R MX3[?SJC2AQ^XMPATN0\"!O^S'HP?E7P@WF_,EE
M9W;!X*HK==07IR'&NS[&*\P,.[ZB&JBEJ&JM(ZNT<;L2Z-%>L7@QM16KMTR4 MC&K[[!#?)H<-&Q/JX/KD5!Q210 5YJH=U7 :U68X*8BN.D,PA-11
M879B+:)NK)"HNYTP&1#:-:FTZ1&YI_!0P#'E_+:!]S0XRH6M4>':C#MD\Q H, M^L$5C!1$T*DLA1M!8V%&?RUHU%5"X^T$'61LX;]AU):WH-C"\=BH\
(3)44W& M[C6[AH2NT3%V.#=1U -W;G!P\U$%$43!A5K1>(S]PTTT]E5"X^U$%T0N97:# M0L0;^*G+57MBO\T*\A)+,=FQ]PIW&Q0#BD%<-
;I.LA4V'K4LI1B$,JB\1C[M:IMH'*F$Q@*#HLX\Y%N\BKJE[.,PE4Q^# M8X28JZ6]#=<<\[:U_<(O!VM?Y$NO&$Z<3I^]9^K .0V[4;DQ&[8/[]UT+*Y\D
M]YS$ HF%8[5..X'^'W7]VNV^]YH56A C-48.;4@SM)@9C33O1V5QK_9 KBEZOEE[.>GQO5EPQ_5&8YKB5!C'>+
MC'>,HX45%55/+45U.V>]J,#,V=GO)&3M"!"LRN2G"\G?@"E9A1A,N.O5VXVZ;H41CBNN%U MDNVP,6Z'=0X^V$UQB*N'XS$VUS;A.%
)CE1EAJK,7%>5F>VY[5>=MU8G::Y' MI@^.G2]1G.\V'HJ&:J-3G"PON<*76%.&^)KX.N7KT^P9C1J38;^N\(]:C'NV M*"8)
1("-0F!\^M7YT$]=+^<=NU]BL:K2VVJJMLY$$:U M:,[/?RJB!X M.Z$'JD5$,CXZ:ZU24"H7X1\2O/:$5_[.J77FA"L2 GR0B2$37)B/.+B'YCTF^.VI>N^G-
J MT<@)?8EX4KGX&\EONQ$_ K]2K48NX5"'-5YZ@8T7O/:9 U<^,5E 1]YOYBXY MS79ZBS&%247A]EM*E,41%)_Z."U)_3V*ZYP8^SI.%].9$>+<_2^.'D%G,
[,[M9?VA;DR[LUZ?]:=ZIZM/QVS0&YF#@=7YO]ZX$=\T]^,I+(U'=C?UF?'ISIC! M#%\;SK/Q$N#;9^D"1,DN9;E5V$ZMV:P6:FT4 0!JB44#SO1\#L?
7P$S,QZM@ M.(8R8]'F/LJJOQ4OVQ!<;5[0R9MI**X B,$O/QN3/$CD+\5XUU+4!-R\Z3EX0>2S!WC, M6\==D M7/I&>/I>"'!4>?$'TYC[")RMV:[FK\Q6:*%
,P)M:?@A@LJ+?,US'SW\&72- MYX>!%GK:%.[3HH#QW^$A\(\)0\1]..N=^4;\5-;2'N8,KHL?_VB?7C'R?68>0M)@D-T[L MWXR7A8@=%!+Y)#E)M&
%"_;1\^%/5_OPPYP;[J-PGK^&<^:KR2<71=PU::^M MB_L"NT2%LJ(GVH[)I]^W.*1#M45O=7#G(PUS6ZM0ZR$0O:7WE1$Q)6I7E:Y3
M3E7O]LXBQJ(,@$ZWL!#-9G0^;Q]_U)@.T\);$16SP-X*AE,S'-672*-)]X'-MQ^$Y&/?6GU$0(G?E,5.G,5&E#C!Q 7'!#BXH3",NY4+T='4 7VOUJ0L((>S?
MI8O*L^S+-85%W[AN5%+M-N!U/(NWV=TH'U'H#*IMXU:#]%1Y4+F<(#6O8@5"Q#-T% MN
_O/^)1[>HYOTQ^:2PGF,Y/ADU)JJ45B*$U(N0PEJ$Y1R&\57MY5XY0JKY M"T40J> O]-N-R9!V>PAM5=-6P S@4YT;)?W7%18^+67M]/7& MY. &6*?
95#A_*4:ZZ@P%+L_0+]*EIVNHF6GJVC9Z2I:=KJ*EIVNHF6GJVC9 M;_BJ$S6F..OI=-I-H4B*.-6GSHL"%W8;*A<#[N8FMEU6@6GB2^)+9?BR2B;*
M]CR#/B8F7WKA=^)+XDN%=MSKR^[H-R8YC5LJ9X.KQ9=GRR(G'B<>/[WNK2D% MOU]
["KY:4H$XF3CY#)Q<4X;3L#$97#A;4H3U]J^B9;_)JVC9;_(J6O:;O(]6 M_2:OHF6_R:M*]$%5K57;)U=#]X6[;Z&GA?-L'SY3=MYP/>S=9KO\9]& S9AZ
M3ZRI/3/-Q\;5V*0'IGEG&L$\N0UNP"9ZFQ6:>8^"+567X/6//$R+1?;_7NW4 M3,&.Z=_L[2OI*KCI\EI5F,"BH,%'K!,;; M2R?)"32QB=^28[8
M_('3@EF881*@OC3_'EH0P _R;0]B+0F#L0(OI%FYE#5LVI8FY8RMAM&<@ MJC:%.[W%TF'XT&<[G,-M'5U>ND:
[_);)Y;KXXLDO1;N]]JMV>WT/%SWQ5M"? M7 P*<>EP[UK_R2R8S6.YKJ^#]F;7UT%[L^MK^C(M\S9MKFJZOXODY;]45[-GY M2>#712'BP*
C'YNZSK1I%,"U0%Z"UCL&4@:SU]IV#IS,- G+P:&P&ZLV#Y4PZ(:XO:9['+# MF M]$\A\J1 V/X*F[\%F#\"@; ^"=X^UO!!$CR**7"Y,L-NI]BEUC-
M(Y8!FNC< MPV];F^@+C$[V]4F)L4J?N+'NS'9!,MFP>-DQXH]!^D9*<2IJH6]PHL-'#[L$ M:2CA(]%J75M&/BXN//,_]0"6">.5*/EAZ>?
&DWA2+/%$]US+XU_&0M43/R?2 M,,+6OWCEBP:<&3#>]-5 O1(YO&TO UG@UV&7X#.,P.^KZ>S;J[8^.1^ S.#
MX>>OLX\QQ7Z3#>0_@C[]7\.)\N1''B=W-N6'E>Y7L+CEM[7%1O4 MH-4?JS8FO=W2.ZHU71ZV1L.#&NV6;&FTN\S#,-V"'7MEYJ]3R3+V><8?UA*N#
MLMUUPA[6UVKO9XRK/>,B5C?C'R#/5.J4291< L%/]O&%(UR,.?WX9&;:+M< M42!$O(-G8ZD9CS[C<=K]),6IFW&=DWQ'[L5USJE5 MV_\OZ.:;JJ38
1'^1\[N^$!O3/3>^^RU,R7=*XB:,M55JPN18O/KG CYRC>Q MA.P(<6>M9$R&) 9)C$ZOH(5E*C&2K<'LQB*/
%8X2C;HJM$>F21+="5(+4V2ST)CV5LS;*NAQ-7= P MM(IMWV],>NV#Z^(?U"VKN@:N*0QQ@1K8\=S'.QC9XA#KGKBL%)<5)*#7;0\K
MTMV0N'$?;CS4(KY9EJQF0_8+.D0>8D-BU\C-4RPG:GI[@ UYT='N3]GT;6Y" MUNY1EN*?@WHI78Q*ZQ>4#*IB.
(X:DWY_LRP8A6[45%7'#0H3CZ4\5M!7L6ZS M<4QAU$OE2.&4:^;(2L:C=VC&8W#]AD[3I:V&<]?#("NHFH8%W<5+=7%7'6B
M#AWGU'E';=!QZ_>73%0\30G7R]BE/FD%U\OQ^@K*[=3L]0T[EUV'^>R;#"1$
M2(@HZ*D>)D5V>JIZ8]+=S.%5O(L#N;@?>%6)RG_YY;SD\R0##77@L*6L1O.: M5V$!C*J7%5_2FV"
MIV2MFXZ^5D$M\]^Y'X]F:3RRNZG/C.]WQ@P&^]PGHV7)K8#B&,F/1YC[*_+\55Z\;@NO'RP5Y,^T= MJ@N>6V=,\E9W>^TU/;?
V6K>Q_1ZLY[2RN$<'=J\4KK4K*[/4[;1Z7=4J]2A9 M9FG8ZNICQ09%998J$*I/99:.54;&E%66.KS*4I>J+%U/306JLD15EJC*$E59 M.C:)J
(.55DBC%T"%.G*$E59HL'1X&H=W&V=.Z$J2U34H(ZTC_JJ+ V[CIS&1?B5-95S.!FBX%4DW3U5<$:#D"R'5[,@.KN7{IO13Q6BL=.6P-K M.*0:6)?
BU0!ZR3V_>!X%;"&N6W\OF6A%!1YNL,!#-2E\VBHQ(YVJQ) 0(2&BO!"I& (\7I684;V.IFO/=CBW M70U$'S:W&:^X9OSEY:6]RA^D:5% :R\9KO+*
PTCWN)X1PF^U?D MX3&.I6^;+&AJ063.\96@!6&,KL9^F'#5(^,!5'B@:VDO-G,LW)B -[162;M2 MAV:=L=89Z9LY9U;DK'#/)S<(_8AGB?_3L-W/7A!\G;
(#70.#6V9KZWT.Z_OOL$] X]>&$H*4RT+$G+#%XE-E= J;V2MWSX83J1 M%9A\ S>%X'>7!8'VP)P*!Y7_.)3U-FYQN/L#W.?,>U7N&X>:!]<)/DWM@QE
M1:-VDPJU'(:HZT&*WM9[5"VB.M&Z1#1"&B%-5:(1T@Y&F@JU;TY#D*JU;TPC MF&LSQWNF*C@T.!K<)0^.#K[>Y%6G/Q!Q3DUV@@,150A7.J7BG#0[
M3'"'//3,>C!]VJ13],I:&E2M63RHZLWLW8)B?Y69 M9#M[E$_QK>_$/'$0<=Q.:B@^%V-'+3)*:,\!4,\H@J0B$?*;9DTTALG*"##
M>"YSPPQ7R"2'3^X'PW>!2D$5G3(FG4+\W*A%?+;PXKC3 MF&#*R!7$%ZJ;8=4 5E "]@2XTC$921&SC\!5*[@**JF?(]P[[JKF:A#FE!9H
M=6!.D18BA+GSR+F] RB;2.KG%9@E#%T!ADK7XC\80P-U,'0#8;:CU),KF15[MFE)(EQ'#/VDH(N),*B3[3<>@E@ZI#?260HG55>'Q-7$U45C]
M8E]4>9@J#U\%+:GRL&)+] 6^H<+#5'BX$"A4I)/*P1+25"8:(8V0=@ZD4>%A M*CQ,@Z/!7?7@J/#P35YU6W4"J/ P%2':^_S3^,Q)R\-
VE\K;$:>HSRG#]MDY MI4><0IRB/J?4KE.J\$AN\7KB$56 1#QR)&U2A4<4.HE./$(\L]\>.7J!U&&; MBM03OUP,OQ3IE!/PRT@U?
KF!2B=44)CNI_NIH'"QI*"'"PN M-R9]JB>L/,"JX4L_=W"ZTVY,AHH8?82M6K&U(;O.7@9EV.FHY@0YI269W5@
M3B?,737F"N1*H0*Y52.&>HW)0!$,W4"03;URPNU=-2;6<_&O M+(Y?/WV4%D'58@W*1!HZ_<;DV)6%*ZWR)19)(C:_&3:OPN5UM_BISMR#QF1T
MBD)*Q.'$X;?(X:>+NFWR]O!$14F)MXFW;Y&W3]>@;Y.W1R_F<=76!GZ M2+/92>P_F,;76M3B-'=F)&IP!;S0>&0:6,2X4P]/? VT*.\;5*9T7Y'D.9_>1WR92
'@EA7]] M>W]G,==;V"*CVF+3L G/16;'RW%,8'5[ILU_MN,R#$OCA0^_B4-)G]?46.1[MVBO,(=#;;S[\ZW?^J?/FIXVWM+2'N9R5F#_/W_:F?XI18VE.>'D
9/%A*82\ M"#0[2[-8J4TXF/WUK+# RSN&433P+9LP[=Y+GDZ*/AM[8%%XA>%;$0K,L7Z M/,%]QM1V]/_%;^!+%KFF7(%TU?
Z*0&XZ.*.DTE(@IF0'8OIJ0_A]Y,?+#RN^ MD*LAP(L:! 4X+/XSK" S&:Y7 @W0.(;V5V3X\#=@;VH$,&5>+!6?8&(15>8O MX6 \@+OD)OG0"+_=-')"
[7@287'_1ZE*@ M,,D%-E[P6B#NB:7EX5$+9^Z2FJJ=WF),02E%X?9; M5E&P67=-XF+RR]1'G50*2UN?N@N$8RHQ%
MF_MH'/[-9F9WROI#W9AV9[T^ZT_U3E>?CMF@-S(' ZOS?\/&Y(%W7@#^Q\ [M M2]Z;C4G>ZJYQ5=SL;="^Z^ZW4$=%*)<]+>T^!%T3@BP,7[BP>
[8=!R0>RB*4 M,1Z8BC8*_B5(2]->PB=#5(FVA: 1VD,(2+PA[SJ0?%P7@JK+F 7LQ]+VX9N0 MJQPO JV!0X*G@$7\.-?TMCY47(> &90YJR64>8XQ%.
Q+I#BCCU[09V#1[CP M7']L-0C\2U$ Z&B87Z:B0\6&+K:>_6AJ\V5@N';%(@;U8.J)*^H*%<\]"M()-
MPX(@5G%LI8HW_(Q64LZS\7HA[,$6F=M+>-6_D&V$6A=/;_(!,L.<(U \876! M96;C3UPQ"7LNMAX,VX*5] MR.O[#V,,ZD1!KP#<5_F-
<&DR;UB@#0,XAB.\+A>,EN$S M:4^+Y6NU "+1QGVQNK<";I+#D-GMJV(/@1&R"L+5PBA9^XNXM'_FW
M$/X1PT*)C&_.'.!02E"HY/TE2_D[.BG_*5A/>6G'?C SPO)T%>"B' 1Z?' MA',*W(H9>E$8A'"_>.3FR[G"Y]T?5C4O+]69>:OA@]]];4OZ@G?TAZYL,9A
M.QZJ/?@^B!PNV:XPP!U*PQG[$=HGI7/RH)W/SO4HT@HO-[']Z_<4;1O5-0#UK:+RO!S\V= MHO6(\C1\;PL3N/Q^=GV]
MU6FKUNMKW!J.AS2F"QW3]W_RUGZM%U4[X.5WDA:R?81UTB(]\R4=.AP.E3] M"*'6:9VM3A,UBMH+&K\ET;>WAF.X9IGF>-1A9:6ZBN'[W"?
[7W07"&.$L9-B MC%I=J-52XF+:)17'3,0)6 R2.1@DFQDF#\J=Z3BL\BEZ)0FZ;XZ>NBEX)2=> M[41]=W<6WF?/?41H8I1AM9B'&RWN+
(_OX^+=>7EWV'JB"8.J-_?NTI-DB<%N MBL%ZY1GLB^>*O=?JK(:]*YKMT9A8C5CM9EFM?T1=UB==1@QVZPPV.(DN&PA= M5O/AJR.>R*"P@#)A@?
R26Z5E#]^\58H/@5^FS-]DQ9734Y^^?,S;[$ZWA>,$ M",QIXED#UF_,Q_B;\<@2%KS34QXGI; M'ZTE'MQXJ>NCR.""8W.K1LZF=NYR9*!BI)$ I#;K,?
^\>U M'X?5[$>=XH]'Y_]*FZR;?#UJ3/JC@_F:H@=*8F//_<%-E& 3Q:$J_5<()?6B MY+ =C%Z;),CU8J.N'8Q>![R6(*BBA^.,V^W%\5/NQI^,V]G#3V4S,1XM-
X?;(M3VW('L4@C\[EA^U];J-2;>V3#R*("B%C7%=.U"]7F.BZYL-L@@EUX"2PW8Q M>GV2(-
>+C;IV,7H#E"!U=>JA3%.EKSIUB/<<;/31=O%8N.8P(^#EC8. A=J, M?\LK4KFRC.->1T_)Q2TGGK9LG_U8>J_E GWFZW./J_,Q7IQ[U^)]B_+DU!#D
M5/[@2XZJ$%?% MUMTAS$:7 JU;"_1^/MPP/;RB7PV=[:^[Y%\=!+H>.;3#C,^*H.W!GP_9+_W M#<4(]ZPHS\]>^IA[ZOV:8Y4UK+_:-3U) I
$.));M7]1T$$;F;G;.[@F&3$S M,3,Q\QZ.[+G5^: CU'G-%;A) I $(FP7V#A '7.\PBZW;H*O)R7F7EPXF?>-M S?;?
N8EHXCUK]CFJME3N=5G^PNS\O#2H=E%Y')^.SZGS%&M%>5!=+ MS&VINTQJ11'@,WMBCM:YZ=GK*[_^?::>_4HIXY)]7M;-^5,E3@8D!:WV3LE
M<<#S80>=@^NE74@^+'$:<=I&V**@]%Q=K(9%99KZX:4)B=6(U12:>*5#H_T2 MISWJX#7>=:5\2). ^9*4WH#C>ANU0FY)P']JNI@L0$_236B3E_7
MB*%^09G%ND TY#;1X7LY!"(%0=09G$@4C82VK^MHQ9'V]%:WB#+;/WG[/>?< MV!-#WKH_=;9MO#^8V(^S-!FC%5MX48#EQ_Z*O!!^6?
JV"6^T70T!\,0T&/EW-M%@8M;?UN/7OW%*PYAC^+?3I\"GZ]\"SF!)KGKSW>FXD6MN)8X+,=SK7 AAD; MOF:,#<0>S# ; 2M,B0='Y.D6_= -@+

G,CW;S|K'PW3=NSP16TXW/-U2&*S M@M/C &V3;_$F1SJUJ1$POGO[|VHE;HHZ)7^&87V=O?.998^, M)?P2ON0)+NQ5T-]L5AYO0XFJ>C 3X\D >$WY\V'(X(OPK[\Q&+"EW8/TM ">_M>/7O+.#%K>'#D^<\X>3%\+3[1Y\QE+-8O$\SY#VO<+/[/_XVTO7VF^SB\Z\Z M;WY]'DRVG#R0'*K]SA:& [<)PR]!MB'7\^YN!E)1N,V!!'%9@ ZV0'%X4 F%< ME.N:PT+XF>/'%+3!H[TL"+1P#D"N>;+B9?%\OZ;CN%^ [JF<_C+L@++;HNCD M]%M: 7,\ S,PGZ&<-+W%TK%Y:4EVTX= M)WEW] -S+[W Q@M>^\PQ4$RG60?_6$V,D#D+[?068PK.=Q1NOZ5$+H48]-1' M55U*Q&U]RJF%7F>]PGSFOW,_W7)\9'=3GQG?[S@CO#:<9^,E0-,D.T687W95 MRA%T^\1GLUHFGJ>7!/V!)SR?(^LU%X%X%0S'4&8LVMQ'H? WFYG=*>L/=6/: MG?7ZK#_5.UU].F:#WL@<#*S._X';\\ 3>H!+WZ$\ 6[ZY6=CDK>Z^5E$0WU7-M%I%*)L7G5-I*3721!H:V(C[GAJ7908#V9$5U,.K4M0)(Q6(IL;D* "=[@IS M >W@1U#[CV 1.#-X%*A|?);0=^M*,+4K:IY2GK[_U?AA+Z)%CK:OJ Z[C8F^ MM1QI3(C(!3VWL$,TC+CISM#@9SZ:1*XD1882,SG(BS/?,;M6^^S!4"Z#QSZY MP%*=/FR;K^BE1:"+^8]V6C! E[@:!<+8+&$9O M!PTY\%?!9%N"S38U'&[CP165J_*LM6+>CDY*E#[P=FL;;T\S/A),"\;,\-.< MQ35[7C0+Y1[\]U%-_L!!UPV2ZN\C1O&H(35A4A17W@CRK^!XW)L%#\ S54XX/F\'F)J 3Q-,">%D^2Q8 M,I.3? 6K36%3B#A3$R4A;UFE^?RWI<^6Q@M?*_BXL*-% (#PXUV5BG?C#3>;S M503W'U0]HCZ]4=:VDE?P>OU"D :8]-K2,%4^GQQ!?#2X=1A?"[4] M;0F/\"S.XE$ R^(RKA5-QBQPUWUOP2_.7\XF_^V;:&3V35I$7S+]F+VAV\FY 5[C/3(,,X%-(YAK)2"ET1V

M*E='(=E/F"]0_953"0A3A*D"W=/ND95ZVYFR.T++M(E4)BF3\AE.LSJOJO>7I#6Y6HY10&$2
M.HI[PE9O^$VHN'945&S+0+BX#5R0]:7RZKSJDO6EVIJ0]47H(.N+4$'6EUKI MO6=(D?W"0EE MNZ=@I(Q<;'4K[N #9*02$BL*^WFP/Q @B)9JV2MJI-
7?XGF*O$#\<-V!75)^HG<-W5/ M,I"E0DA4X_P#(9&06)=V"%$H88\]QY]# Z:.)[\B:_M$$9H[MY_U''F#W.?,T+_*;]"C?, M ^V#:S%+^\:6(5M,F2_@TVTW-
:VM][1WWF)I^'#!LQW.M>I/Z)8ATN"81-H& M!DZ2KY&/198XH(T09N&S)^9&3)MYOA;.&?R_[5O:7Y'AP^KCP0U.%=LU?68$ M<'VW-?
R'%GK:W_561YO:CF-[;A,>F:4:/B) MO1#$WAS"H-460QBT],(A+(%.GI6.X&'.DD?AM\"9CYG'2U@CPM@D*"IP4M#VW"<%[AJ%K!0F[YHAF8Q$XF/3YA%
MS-&"R#?G "6S!A^P6=^@2?.M?L%C, $.'Q^::!P_NZ5]!Q8.U4N6QF\TF:3FT$ MSX@EY@;\"..=SQP.5=,+X!H$*JY;?#<\4NX-613FS/#
M">XXCCDPU^5TM'(TVRTWGHU ^_NH MKVN+F$WA\EZGU?\'7B(QN,Z[?Q^UQZLWM%OCU1OBM^9+F6HCWRYR^.CU5C\5
M,F+TW9VCUUN]U1O;K<&.T:<":BL+22@/=;>O_;^]JF]M& MCO1?03G.E7Q%P03 5WFS55K)SNGB7?LL[R7YE +!H8@S"'#Q(HGY]=?=,P. M)
""%"F"TN3#1I: 04_W,_TV,]WQ5-CZ_%O"M6EGK]@C4+Q)7/[*\EK]\'1O MH&J4Y]8!9GOE^F'NO],PNT%YQ\Y'H"1_G-L3(;"]A[L181N>'Z*,+^\5.HQ
MM'SBD\E>)E[D!G'^@ST*N(:X %^8A?@4D&,WAA8-/*W)7]|\R66.-6+=OFF/ MK$FGR[HCT[#,T9#U.@.GUQL;_^J#8T0@V.P0B,
[\%M8KP">!%UY]XQ&'V:A+P2- ^T#O3C2XP)?"_D$'Y>4]"&F[E M=5TK';B&G>Q8[26S9ZZ9O15+T[ZRR^ 3[Z-G=Q({ ;3"):PO63J3$,W*RF& M-Y;-
(Y!117*1\[ZR'LJ/F V!;)F7R0M P-VZZHBB.%B9 I!9Q>!BV(\)<('!@-^7_YQ& M*\U>\9\@"DO]9! P>T1W7#B'Z U[+LM% @'TI8@< K@,O:@))
(H#>#NV=1U MR(F.M <&;KN-<23WZ84'/[-=-%,V! /T.8_PNA)/_)&X(&;U]_F;ZD2 W+1PJ>/#AU^F'TG" /.*1#:$#&\62 :U5O$T H2!7&_M
MHAL@<<9E'3-GZH/ [A8E_!._A="U%KMK*$5KN!P+&$.]4ZT4V[U5+=K=1BEN M1_ED:2_H.R.]OT)"FN:I3FZ$AN:ZBQ4 ;+B)_Y)*D%8A7P^NPV69K7/[
M,9-P?D4MK6P,CZL75G[UBZ]DXZ8KE"V-JVN5--98' "N67'^ZZW1E7_:@/=: M-&R >:^,2\R7GV*V@Q76C/ +:%--31Y58I3*QA3;A6?GN3-FYWR]>+64+!
M-@]V-)_,=:=0"-H8%"[(!@(U<.^ @K$]0W4,,<4?">9Y*_VT3**9:$Y!'Y_] M%;R@Z!VP(HK$"K51N?(0BR]>2M1)1Z@.HMIE\K3I._CP6Z,FLK8G<%-2G&B$
M,,)V*7!X6XJ^W#.=6BALMJBOV3QDCLM]1F29/>X#PJ/W[,H%GM1\"YI#JX?2]J*'G*>R MLXUL>+!'(2I,7@H@[P8!0'SH_S$3D2^=TN&M4!]8DJ+MN$
MRCDI48R^\9WK $F +]K6 #?C[]R%!KR7#KT>"2>8KF'W;I!$'NIK/TC 0HZ+ MOX%O. %WG@2?FKZ3^0U6>Y@X,4])U@=S.9;KVL>J+V]"K]$O5YHU
P1$@W^' M?A+*ERBA6.:8C!4?W*[/O#O HK@)S!P3,(>P7N4O.';^93N$S&/ZT]"6X[* M:/,=YA*R? *D!1J3:,\%$,AU1)V39:Y7G1=#[?
ZIW;\CI9sNEFEFX_K5:P>! ?[=_Y]:OOGWT$7__'>RRU;7TW0]Q^ ME8N>;LG#?#Q['K$+^<,'"$_GGKVX<'VBBE[Z(,82FJ([7Z]3C?+B?
Q88'P[U M@35$F(LJV>++#8@5 [+]<0HG_'MP]:] I_%-;-[:\?:=C;O5&&5%=O3/8]MN*
M)D53&4T]W3"MAM'41#XIFDZ7)L1XMW*D#1T4*BOIU'QLN/98064<[FL>I^I+ M<>\%7KFDN&")9K5;-0H4O42V?.6W7]"=^\:OOCR5$>N/G00CKL
1O'ORY$\4 M!17%?-3:4&NC8&W4-#3-*+)* Q:5R2KIOG2-<5M(YQ5$1CU:Z\6TN^BWZ4_? M;%S@/D^=PGYU)OR:F&8I,"DP*3
=&$S:?:1KBD%JM:G5IL#42*8I,&VEND^W M/>BPULSK!YF':*>Q&3HONF=&C>DWNJJUT3*[3VN(4$MW-+@?C +PJ0/8'+Q, M
._0K&!',#=/JMC(O&E2;4#; 84JA2]%JF;QTM"'"E-';"'I+B3=N"L5K_S MM$98C77@%(!?!X [@\[+!/!KMNK*5U2^HD*50M4)H*JO-\[^- !36^_[3.A_
MN^W[T(V?(VS^K%Z/E!S8*RE=?="M04W!/4=$UKFE&P77E/ :,+_1=F9DQ^3X
M;!M5,**U+96"052/XU5;V[M=18#_&"_Y>N53&?;+34EF6>2C*GWCR":!EA# M!8U-KOE0[REH*&@40:.O;[O%K*#Q.J QL(ZA-)2IWRR9GJ6\^D)
MIK^M[E*">:Z]LQVO/YRZ55'(V!1 *F0H9)1%*=ON(BAHO YHF-UC($,9^AJ2 M,78\)*,DXRH16G34T"&)I6=@ _>W*!3BP4-;_Z>\IXWCEJM@O_]
<|K>)>LC:.G# M/_F@KJEC79J9VCHYMJ;98VT3)8*R!WUL6X>?M_3^VB#U>QE:>K>8A-5>ACD* ML*D*MJ!CGA8EH4/!J[$M# _T=^W<9PZO!-S5=-&3
'U.3$MCCY+,97'#D#?47"W"SDU\2(>WUT7H:[G)1%-W3GH! MI^$Q_P[6%+9]LQ.OA$$4W2D\W;:'S!HOP'Y*A1RC #+5(N"!%=;*&/G[=]!UT:XFUJMNG?
T0%5 MVN[OK1;]=F^4$=77!_W]]111-"F:FDE3];I[AGX+1OW,J@_>@H4Q*&BJ?Q=,@@?'&M1J2J+(+-;G<&[8Z_<:5\U"E?YXJU[!9 MVODK>\7JINU6_.L:
MK:&IJBBEZ505IK_*IU[!%>8G'I>^*3PZ?98>AU;6H[51ER[)V M;(=X8@G*TQ1.1UT/;ZAPSMIZ?^O]P9-W,!0N:BQ:5=.AP<+IJ[(.#17.F;%-
M*NRE:%05LKW*IY387^532NRO\BDE]E?YE!+[JWSJN<_,[+^98$U/]J_URT.4 M%DM8*CETB)#-
>>R4K_B,!T&G[S9UKBT?/TNWD53;':@9G9TZW1)BJLG136 M3%T=]VB]<'HOH0ODL0YJ*3UT4GK(TGNG>UA48>VDL&;HJB=U4X4ST(\AFB;8
MO&T]YAZG&JXH>6M#G*K-0Q9A(8VQ9H=LGV5O&U%C$VLS+I@=G@> EW/*:W? MBA4P1>JAO YE]@26,@6030MJRV)ER/(*IR&;> P+34Z!+GA:5-
K,:IB&C#,\ M#JA6I#N;AT MOU $-,+,[UV'"M)Z;LSK4"(-(^:SB4MUB_UDQD N45J6T_7= M&!N]+]MX2=;ZJ"RWFTV>?["X MJJ9=?C1/U_YW^7-
9]=T:A7;%UY$C@OGK!)1SIXJL9J/^-C0O'B\XGK*A40.\K6$.9%6 M\:#UZROWK!5"![H10>AJU67$?IUYGK-)M8['<>:I1

'UFTE].$,4E*U\N!-L#[8/JX8', +[*9G,O M6+!4M?#?WK.IBS8!10=ZD

6,A[\$P+6U=I117 M$=;/:FU78WX7FLQN?Y6HW!P&"08M*_+2I C?CDV)D4W5F;MY"V_48EFJ&$1^8Y^'_2SO(RW[!@\X? MB8M3%4SY)\,2S-
!EA$" _Q#]&+K*U"8"+GT3.Q<$_.D+LL9@.+-BR']^L_26 M**7F8;:W<\?.1P#* M'^?V!&9X87L/]B+"
"K/%V!*7I3UI%#.KNS#M<=.HD#OH:O]GRA;UEN@[:]P^$DQ@A=P?J4H MV*;EP^OABEH;Y6NCIJ$YZCYY.CD:\ +S4*Y3YS;9-09N(6W!B!1:K>H 3ZUX
MWSZUHO=/;;F0G_!K8EJ=Q@JOD2*3 I,^P.3=A_IFF*06FUJM2DP-9)I"DQ; MJ>Y=:Y7MRINB2 4&V3=;AK784C\"W:HPR-
YX=^0ST1M//VYY)'KKZ1_IF&]] M>0^VKCAZ(GTF%'Q? WS[7?-EPK?618!3:W]33Z9TE]%I4CT*)U2S+(4JA:HF M\[*G[UCH5F%*N6_*?3-;G?8+[7&J -/PZ
&R9C?,J5 2B?,6FVG6%*H4JA:H] M\M)2$FCOJ!(W2C!*,%L(IOL22@\=TKUZQ,?%M_[?]9**FAOML_74P5LC=&JQH+QI=2,,I'S+NM1@WZFR?ZTK2
MTP=_YNU2VM9:>Y%ZS8/Z7;-FRY2,2OEY2W[>U#O:,&60^FV!3-U:>[NP-\JG M(2V^9J3A"'SG04,S-MSY6B2'7]&"\V>S\/@T9T!DKV%UM:-
?'.@>>"*ME[E MS64P/5XPSK!\G-))KS=VD82.DQ 7%?5YX1..Q(SSG!*=7')LD4]9+8U:Q;[H&VW"1--!E#5E"_M(;W&BKL9=59[K?5U3M/ M:;>U-
MK@RRE>&5Z WUC45@A1P6-7NE M?P%+Z=C1E&BG'QC,YM[V]*G@"!"#_=%H>5G]06KC;,+;4CWM EW[MF.8*Z]< M,T>\8;3$*D$2
+2^X\Z!;^S1C:C#H6 ?[[>%!(;L0CMSW_%_W0%<0W*N)F$P MT\#2\ZX_T0=X!AX:!6$8/, X ,5[V_6HI0UY7^09L?B!
M:5/[GFEON]U>QMYTEL#X<6@_Y&:;IZREC6AAXRL9E^B7^%$8,VO/AK0'20Q\ M\=$IUSP64ZLR% GG"OSDL2B"V0"GWHK##N)UU-
)CNEB#^B(CVP9?I=U./Y+X M)F9&R/K(P96%?X?E$6(_/%)W-?G*3SX/-[F+K.E(\])H;"ZV)EGK,V7

O!T'J+<\J

_8&-&' MQ9B0PF>@%1)D(D(J?0PT._6M2_N[>D@6(1H>$^L2L.,C|%L:1+@/8-AR#5V% MYN%:,Y1:D[X^8IX+4$!TQ31;) 76C82)<6HP]!EH;ZBLQI+7D?
U.;0B$7UW8NM$$0Y8P:ZRV&@O4$-1*CC MP"E.NS$BHSY14T)DX-=H_^R .,)![WK4@M' %2<<"QPC3))F61+ MG<_A:'M1P.DIX /87--EC%_SME-
[F)5<#K"5 $H5/I> N3S+X4YL4;K8LTH M%M^A"4^9-]= !.2!23,_ 6>-+SGAORT'-[&N&&;VPL*"4$]PFA(=A3,F!2 M XXL_#.,*)J$)1.BSPI/S82;&(%'^5L
NL(0%Q&^A'>V+VAN@1<0.:$[CX7F M^47,FNCZA00&O_W*.WGS:8IFTE#RQ\#)3G[7@PV;$GJ>,#:>Y(;OIOX MTL)F_E$+DU4@):O7^9"WRV8@3*ZI
!L.5.;;;"AMI;-936PY6XV:+!]%ST M/D /3 1(,8L4,08 MT=#%D9&13(V)* S;6B>C""(" &-]4I@R3XV M+Q*#D0MC8PMT+!/4+'P7\0JJ-8
M"^EO\Y!)CQ5^G+G)C.PV,,Z'P7">-+B,(S -#YXEP"9[402B,M*@= PMA@AC M ^X:%+.#<"]2#["'"AD.1)*8\;2[A@.,_ --OYQ"C+^ZM-R!V<"!*S)#?!+T%'
M'%W6]=16,:>X_W?+?#<(>7P* V"<$&ECD"UR OQ.^ >#" V]5 ;ARKLTZ2U> MS+]@&04OP&>",T82Y&)'CQHP,(6!\&\;";U
X5!XD^6[,C65>:850);Z"L#6D5'3E %'GP4<2-YH2J+T@(I?Z OMK6DM+U^W4$>@@B &\;@WTE*4GP;0)A#5@-R*5-ZR.?.Y7<&98=('U:'4>/5U M8J=
)^:'+=&--[E'T@!%]6TAA5'\#&6G;*YW(?YWIN0G3]D2*L@OD"3Y RA M931LP6G4L>G)IO"45=RUU(LH; MY=ILL6[V5W!SR&,H=5"M]RCGN0<&DIM?
5&\#:V4I9JG[3!EGZ9*(J#:)V2K_[\3/06+$[#!;-Y@? M2A=/3S?!"9G3CK&?S):^LF(_UT:'WVT8O:\;*\/?R.? V("IH=@O D?L'/]. M;B&Z8VB'<3\FA% @% Y7,
/Q.S#I=&LPW1D$FB%@X)QJ8"'+.5ESF^^%TZ_) M#TG-.N57JZPTN@N8?QSA4*/@OFA7NME:@EL%H-RWI>-ZA4O+Q5BJV4IB\TX5 ME[3/E87+]Y]=
<1C"69KSJI,NK09Y4/GD_:6_$_<]1#G@!,:><%'Q;0HVI,0 ML\?I4'C60WY+N/* Q&Q(^&/BC>5^9OJ^/09C!@^*@T.!OD)71D2G>T\G!IM;
ML<^&T_@]XAMN5["FZR,NYHI!)C^IC*>#C8GG$;N0/WP8NQ'8A<6%ZQ,-]-(' M,9;(F!949J2\%?^SR/5!)#:PAICN$U?1Q8=%)E"'.;U?_WV_K;?;_<(_M75C
MRI_WVN96;Y0199AZMV,UD:A>Y5 U6VK7;"S^DAJQ:I,>_D4W)K]1#:PUN]L&XZLGM,O-D_VB1.ZIC.[%[\8N$_D\<0B(LO^I M\Z*ZYCQ)!"^OZTC-B?
>,'2^B-[WIB +PZP!PI]/$MK-[ZAIPZS[G"PYIOO BU5D72O8NGTK6<7RS.5]FN6>A$'AH_E')_J MS?CZZJ4^C%6-D^>22M]\=JEL4"XR,>P'/BL7XO&?4M-
HTE/5!2A4<84ZY%WS M^_5T42IWZ9@M)ZX+=O.RBYK_DGNMF9=:THG WK&4*:)Y>48,>0X(TU$EMQ>'-M/A.E.]IVL@L.XA+IS/[!M/1X8."+C46\<4/^
M -,\/-(]".QD;V>7/E>&P!-KHSAT';I".;7A7PT_ +0#FN@ "1?FOB %D?R:R-
Z).R.K!QM)7W]XM!B>>BW@*.CO#=7PAL>F[FXX]X'GN_!3459;#8MSLJJLLZBK+ M1]"H_Y=4"D".1)-HS AFE,-Y?6IJ)90+X^D_.'=_+WTO/)/
Z6ER"L?)K7X MU'/A%5TARX=?9,Z6 RT*Z];#!]7)1_N9O<5GGP\DMC]IO$P7+WNR5[E82\!9 MOM8ULOT?5"YE'(*K&AV.E@(NB=((U264*/QJMEX
EH7BA+,?9.>&>9&X2%;Y M6"N215HC!"XF\' ^-3"N91.R*D94Q@04$%YBP')(B>=I"SSG#]HUBM+J.71? M;>SBO0 B:H2U>.('+,BT?H.4EMU@];=I\
<4)+W(*[LSR-;SJ,E[IP:!%&I--KQCI 60!]8LIAD;3A%Y[\][4;.5X0D?*P1T$2:[_:X0_0!=_ NWYU2.-#)V6R=VUC%KK-6W9HZA;2@^D%[4"NL5"
M5_"Y_0]%3;\1FH8*B_;'*O?_R'%_O,;]_ SJF;C5L"0X%JJL<%5N ;NP/# M)7']D:Z+ 0C)%&&5U!2+95-MMD[*%>I*YNA[1=)13-7$S MV1\G% $"MT2E2UD7
M;6O#;7ET@7AM6$IP9GQH<2%_*9^^D+SDHX7&EUSLUSYI%/RDQ.#:>A5)-S M%N$W*-Y;\@R%%\\CE+P'*&K\2KX@%2EOKK#
<;$2(E&BX_7B5HB$"*,D:@9IB;^+6H'\W>$]9"%\-U-.7$XF1_$W#O#B\XY%Q!E[T#;VSWRC>VZSN^0^,-
V@UO"BW/N1M^/#W_%127=G,C\T)4/"*7:=HUA!MV M3B"$,YH6PGT&A\'C 0VCC9B&IUFPSK5;G):D?4J:SCR;3@OW.M%##V09H+49 M"Y=3)J&%RT?
P['^(M$NJG%.0.OQ;>BZ#4O?<$,L] V&'Y<:!+)VW.GAE:C(= M?]G64WF@7(K%YX6*M*%84>18QUDMQ2O:ZKQC8)_Y!AK"$:O[*(84Y4XE3RC$
M.E@*==@_A25[V;0UB]E0T4.@Z\!V^3X;E0?'^?#B^1%6 KUW@R3"L(9' M+CQ:XU:C)0/+6]KA6^@CQ:KQ8 M31?
\SD\\""7==+C_%OB[!]8RVM8)H*EQ.TK7;&(G'MBZW>$P_/,5_ A%+QLQ M01- 3..V+7[%_:M;>\) W>2V'!N/E!BS@#!'#/R>@)GA"6"FVS3,K(6I#4?+
M3^XC7KS[+9G!^PXEZ]AC_W3"\YY]XWFVS.@ACGC"]S0,_JCKG$9AI?C8 [1 MU"?/OGNC\:D"IA[CBXG[R,9 J1>Q-P2TR?
F@8V[S&5!TNW_)>L*7OH4+2P]ORL;N]T;940->GK?K!Y]]X*GQRQ%65Q'0R"'+!%8T!$+]U?E M]*08D3M[6U2:
<\6'L'C!Z((5.MUG2=1TC'WC%CY[I.HOH#F,9\%I4?$G/NWC M;>46N66-L]T"M^-#M(?-]Z_S@/>-.46TZCA;R:*PZC\'QN:(N>.+)[5_YDE(;']PX".D^_M;A\I
JS/M31V#Q)QKEUP"O#-!=*8\M9&;O4T)-H5K8TT?G1Z/N<+IG M> DYG ?\&@L. P2,%GS[CXG>=L(&:+BJTMV'E/:ZNW*NES_-C,?(X.^7R5T2 MQ:)I1@=
[VJTY@+LIV?WJT9>M*LW_5+KR9>E*J>BL5-&97-']X^L7K@.TC[.Y M%RP8K,0X<'YH7^&-ZJ^>[>=/W8HCHD+SP9+]XL0!7LLSAVF7*K5FGW?-6H9N
MJ#7[PM>L90CGY K9\$CT+DS_5_39E[KUPKF28CWBF/AQM!K5MN4K]|:XPFS> G&R%3&Z.C&R(2H0EFCEVZ- MS'V&%<-V3UFC?

4GD1805I@HKF]#)3:7)7[XFWV=C*[X M(__76#PA_P6T^?R& %YW$W=9J8Z&S8N\7-NQ#1K4PRIACIU0V>M(H_&]EW$ MJY?!2J=2VKD"*C=T9(X_*#^J/_'@D%HU3UHUMU?_I59-MFJ^VX^!'\P6$.G% MS*>*0K?.E,UL!=.CPO3J\K.":25,KVS/P1)1^/-GU_\QLB.F0'M4T%Y__*1 M6PG::ZR/YRK,'EU**68_7_ZB,%N)V<_VB'D*KLV Z]=O'Q5<*^&Z5/E; ;RD3W8:WWA7 &[9 M*E;=\&OD#;_"%M+'VRDZ]O)L6@& (3W1+!>_!8"Y/+T]VOP#1*]FOR#X)?3>: M/DW^QVL%?F+5*VH47VA.28O!?DI:9+UO5-7@8]/RS%6#CX#EXEH0MS=__>WR M^^_?/MYN55C&Q092,,;@:.KY:^[0 C]U0*7ZT]|TM;I)K%R[G=K8A<[#[FZ\ ME2%6;>6UV$5?!KQ_R^^]X;[?B$UM;R*[VQ*8Q -T!3?!AFLTGIW$TX!:+ -2M M>+7F*;QY;A^^,]"-OK6U"]_1+;.W'\?;TCO]SCX<[Q.*)"M]-'Y=\[>K.DF, MX0&2&+L[N\WBXR^+BRV"(2:A4..3R?#LNC MDV%#2?NIU\R2LXJ#[N^4LE7*=EG9_@V^J/W=C6"P2&G;$D8=F$DGPX>2[GVO MF25G%:? 1"]1M;8ZK$7G":SMF%VD9%'DX6E65/6P*;EB>@GL_"L8+^+]J//-^_M_G]02P,$% @ LX!>6?]SG*\@#0 SX8 ! !X<&\M,C R-# Y,S N M>'-D[5U9<^,V$GZ? 7X'5TZ0JM"[?-9Z4?"6NU8Q=8T^2?4I!9$O"AB(T .@C MOWX!D)1(\0!)R1-NZ#Q,;!+]H;N_!M!H@O2'GYX7+GH$Q@GUSCK]O5X'@6=3 MAWBSL\ [7AVOKN//3QW?O/OS+LGX__S)&E]3V%^)=,$ "W#0$Q%S).: ?J/L M3_*(T9V+Q92RA65]U&(7=/G"R&PNT* WV(^:17?9J3T]ABF>#*P>'#O6_M'A MB74RQ4?6H7T\M'%O..T='O\X.QT.\+Y!|%-K,NU-K/WCDYZ%^_N..3@93O>' MO4-[,AU]T&=^RNTY+#"2IGG\|)F? =>9"+$^[W:>GI[VGX1YEL^Z@U^MW?_\T MOM=-.V%;EWA_)EH_3Y@;M1]VU>T)YA U?U[29.LE=>F,<$%LOF?315=9W#L9 M]E8"$HX4=$ \+K!GKSIP!+/$RQ)X/UM(WN^J^ZJCGM7K6X-^2M0L*5T_M(;] MN)*.6(G%-3SH!C<[" O!R,07<"VIOI0$^JX4\;UO/G;)E(CX\@%%2F)!K'; M K,9B,]X 7R);2CIR(_O$%(4D\62,H&\E/@4\XE6ES.AQ3HH"(GJ MNW+&U*8V8RZ4-RXNV1T"4P0X/&%4 /,&4S/.G+6MJ*)^H\E@SVI2-0BA9\< M],JV["X7#"TN>.U/1&$BONS#I1\1YZQS064.?X=G4CMU_>N7F^)\2O>]%HJ0 M(^QU*'LZ?_ZR%JG_A;2DDB)?NAN"FQ ^1R<6^^C_GES@(?"89,"P0TOE99+ M#JE,L?!BY,U"'WL.>%)8_L"I2QRU_SG'KLJ5[N< @E=SOA&M@)63DX-!_T"Q M'"0WV-TM?4EH(Y>#.ERBJXE>?F@[MMRL'?# 4ZL_"- MW. [7X3;1TQO399C8[YN\"FC"?7[OT:?NL*AO5R/)A+98E M/M(=O'$9_H<>S/@Q+OZYA/QLEM&-["-O![5XC7H!1$/!?VTB-Y;-L,>^4MK M<0G<9F2I? J33VP1[?]3?>'("B&TBH"N&"^+7PF T_,_4S,_=4H MR) WDM!/DQ"#02%.BVBX!$8>I0X]3U>>T,MQ%1ZR 8Q$##:)6..@&%"KF)B(M:HZ7[8U^'J;]/!$M\FJP"WS S]5FE[B8TETCOP M;%)M&!3!&(DYW"0FAJ;3_P1>B\BIN16[DQOGJ@1NVU4QR?O[1ZF$:LO='WH? M]=VF4EU-FA[PQ/TN\1!V9(R&5%:W=30$/;IK"\CCU&&S[(PT M5[9347D.M]$>1 6\A72=4KC%AOV+7AU\(,,SL^4MP $B=X'C$KDJQ M_HX(KJ"6,6!W7N%*!JQ2%6E=T4K9U3&GF+ZMC,_-2L8V"Z\1RQ@)J>I6NC[2 M]C5RT\GK(7D/+M@"G&LBUP^;8/<2"SRE[K;\Z!YL-!H^1W0NV7/QF H42Q+ M#O1(#;32 RE%D-0$*5706I<55AM#*%TKJQ$-^2!&8LM5W%I)3+I8MAYEB;NU M&*N,,J2R9(DN.4Z3;=Z(#IRTSB!EWOX$6/G4 MP6*5.!,O[6[&@'PW70R!E%&93*S+)R<$G(;12HB+.)I//$*7BA\B\DT_S]C MXJDMG2I(@^7V;_ H5[>&PFW2V#:)BZSIQ]CKW[&'T]'8TQFRKAEHI9K;#> MA08JH[7.B'I%+V*L%=>Y::1Z\K%)*Z-X(M8!,;;>['4AYX/[26L#$(4R]/"@3)"(BW]3DS(!F MI"WC;0- -6XBKZZT.49B2XE3B\688F]+QO)@C%1EOK @_Z<7,87X1M$=]>(2R MSU1 O40W$\%(3*HN%]U8&@MIL%92$GM7I 8=&=)&*E)UK?@+)ZWD(.N(3 TR MBF",K*0*5 5';5I(T?KMC\U726H0908STI4J!:TQTV^G_.9^]!-?O8R^#WQ M:4SU8)/>V%S]1'6#H(3[A@V!9G MG2EVU9?^U+ <^SSJ5<3SBNND)V5E',%]],%!]OE4#C!"G0?]2;_@&[LBNC4) MBG!G'5OG>1W$?:D*$;XR[V=&_:6T2+&/:X? YRG\7+MSVYOMFTXQTR36$.M_0W41]7!&3T"PS-0\P/U] 3.;WVAPDM]Q'T4VARW M/C C,+XJ2A5G5#!;PLMN2H0P?M$EOFO*OL RC,_;:?!VZKCE6I M::AV,,>(]?03/*&',4@S\J.Z/$!377 OJ/WG#><^.)?Z*=J=5BD(3OVO^EJJ MH[ZK!7(J[ZOGH'91%Z48?LK<*&^,Y\WJ>\&_;7&@U:CMH]T64X;<9YKQ*BN MBRJ"-S6\UD

?((YBA^@)2ZQ'X)_GV 9W'N2I<4C+GZD#L/I/7?CC@543.X_X+KT:<0YB)']S2=<)[J?8#$!EK?Z M%LN\GF&G#EU@XI5)JTNM?TE38D:-X"/.T86F!'W13TA5=M.;R:7=[D>R8%R[A-7)6N\..8J033 M9#DZ_ 4X5\^!KD'64FQBH4@#3/K][O:"NNK I7J.?0F<,\O/+=B!W"4SG.T? GFBQ_551FF#Y9U_I;_J &H;]YOYF1GU#7N?$RM"K.IPSH>FE?/MNNKC/ZK1Z(3 MH(;DN;1X$XB"-N5FM=,^5=N9)]_RTO2:0RD5\2H@DV)Z8>':L+ZF!W=3"V MPL15(-T$2V_%'%CX5$T72=09Y_C%,<$3==J&F(*Z#E)C/!]8TPJ'EVMYH/* M6$WPPF<0-]ZCG)'5U5_ F8$AQG/;-\.;I\WS9R9S<@6;8$]PQ$KO9<)3FWY M,.@-CHNM,HHUQ[:U=L-^&:.RVC?!FM'17G]PD-)Q8*BF&:0:4% +E+N$B;PH MPRG4<+\,5[E"C2!,S=+AXUKU\-98]LQLW01+$L^<8XJJPP7A(I2;I9>2;>B9 MF\VS0V&ZD7>$J/09)"-.0_T15U*9@9=$8%=3>SMQR2QXM6N5C:?,E# ()5^0Z M;/<=-=2CL3=&#--#NF$39H:OZG3P@@BUOPR2@>"]A]N-URF*C:N*T@3+]V6! MWS\%K)/1ELYD&Z3^C<<]O>M7AVH9F? C!"5413A+%)I44;D*\1<^/8BJK9X-R MLI.[)>N^@G/C7>B_<&UX &4&^'Z/HO1598&[/88$_OOL?4$L#!!0 (+. M7EF6RI%:BAL $L(0 4 >'!O+3(P,C0P.3,P7V-A;"YX;6SM75ES&SF2 M?I]?H?6^+MJXCX[IGO#5NX[PC!VV>V;>& D@(7&;(C5%RFWOK]\$#UL'94DD MBBKU;L1,V];!^H#*B\D,O_\E\^GDZ-/V,W'L^E/3\0/_D13M,LCZ?'/SWY M]>,OS#_YR\]_^M.?_XVQ?SY__^;HY2R=G^)T)(U_&D10GBZ_. [7'YV/M_T@?:QX^L^_OOF03O 4V'@Z7\ TU0?,QS_. MEU]\,TNP6.[ZK;B.;OR)^B^V^3%6O\2$9$K\\'F>G_S\IZ.CU79TLPF^QW)4 M__SU_>O+CSR;36;'X_EBG.8_J-GIT_I#3U_.IAFG<\STE_EL,LY5V.]A4E?Q MX01Q,:>U+#]|\>4,?WHR'Y^>37#SM9,.RT!/Z)-9E3D/BE=__WZ'#WWZ#72" M23J?+/?H#?U[_=$570_X\?,"Z3=6F[9!,)FE2S\TJ2*;=9O?G$##$R?*KH_,Y M.P8X&[T90QQ/QHLQSO\VFZ:SKJ-W9225<6"T9!:B9[H04\$ZQSQW/,?,,3MS M>>OJ^N:TP*6T"\SC4N3KISRMF_H4)XOYYBO+;5YN\7>!K'9W]]6]I?>\NV&) M):+& (P'(YB.1;.@I6$JQ :"%BDD;[S$F]% <7N<%'CWKTM&LR]B1]GMR]#M6 MM;36>BMHT*7K!+OTQJU_XNG_/1T^9ELO,#3S>^7;G;:FA&+62]26 F=EK,O M*UYB07I\?DUVXQ0_PN>+V)! V>A#\9+4>B(%3_J<>>,X$TED+I-*693&U+@% MTEWX(1\M/UK*HQE)WLWFM UGD]F7ZCT\QRF6\6*^0?;EPM(%USD4!TS&0O"B MU8BQ(+9@RG"-7Q]306EG>&=Q=B*,>+7'ZD5$S"KV938_8G?Z$N/B A94R3E1 M(]_"CF&$!BD2)P6V3H>.2^ &M.1HL/O-F/#V##O:A>GQ&R2W M=QM!N;!1)=)QX&)@VJ)G -HPEQV #)R^JUN[({]>!N@L_S*/E1UN9-*/*L_F< M?/T7:PC6VH*^T-J\1J;5+0RBL0RS\LBMR!)L8UI<K#O:E[_.39--<_7OWK MG,+H"7WH_-GB!73=%]K[O\/D'$>DG*%HB@.Y MY9V #$!"Q.D/R_S9J+2CRBX8PGH9B6V;&8 M$"E@$-%;J8HVK>WF]_ ,R2=O1XYF$FAG.VOT>'F!VD8-QD=FD /3Y+^Q&)UE M8, 6"APCJ-Q'[/X=U?BPKG4[^>^YV^U\YV_VGG35A\4L_78RF]"FSJO.6GP9 MU:!/.4,,-#8QG:5A41=DY-IS4 8P%=%?BFHKIH9KWNR]XRJHG,A1-2B9!@$, M2DAUJ:(8[H1VT-\J[\'T!\A.[<^+:R'#?@+H@_P7W5%)V(NIX2MYO%I0{!N< M"@S!4_"BDY.I=5IJYV3E R2C>J7#CF)HQH@M*R/52\97:"8Q$#V+4BPHZ9F1 M,HD2@%ML'1K>F'+&]WP'7ZK3N5D;AQ*%XH$95^AE\X+ <#D\O6S+"&6V4XLU/:,8C M&:@-W(4#-[G\>VQ]8V<_I>X<\Y9E1I6#3X1$9HI'M3; 8@9@F#1J:[W GAS_ MFQ -U!:VH$5#4>Q-C\]GL]&'DUFWV"1T2<'_%1;GW1+2VW(QU[L!Z$FA*PI) M&6A"J54)M L>F,*LM:S)07TEJ73M^'^'QP[4(.Y#B+XWO^\L^]?LA?#">9D8 M!$WV6H)AGE R940F,AMA2VO_^?N(!GK^TD1YM!-%6]NR99TR%E-T0): S)LV M)M(ZC2)-%A3(R!&@=8Q] Y2!'K@TLR9[;G[C,Y8+,9V7 05:,F&E9LR6)7UH M G.)%IE5]%:D7HY9VI4ZO>MF],XMOKR;P+1JZ!JDG-5C\5I!D27(4E^U6!36 MQ"W)4!O+"!3I8I=50=FZ1.$[>(;D3._%A6L%":V$T)--?%\W]&WY=8[+98\$ M;I4D04)>7/7Q/1EL:UCBR2HMBK:^-2^^'VA(G138K030S-F_:=LEG\?3R8C M'VP*+6ROC6/H4C[!A<-DUYGAX:"/1<:DV=$["%YRTWEO=/F-A/MZ^D"IL=C M"N;7B\+%]\]IE1'.A]""">K%0"K%D16L-LA[V*N=8*()"?316>FY-":T/V+8"&9)3W-8F M[+WM?1XO!)=M,=FPR&OZ3RK! H_ +!&T'G,HSEMG7MN?J+!'!8RGF%!]-Z77 M;/XLI?/32A_,+[&,TW@QLAETB)DD*+&^!E^8!T&<#1%M 2=B\X/8>T(WOR1X5M+(D#)+I5ZFT.@H[)3 M5)$0HX623?-:BQUBO<4V"SSO@2H)'G&1VDFOBO M7JS6DD5%(;U4F7MT/*7<^F[7[:CVSS'>]H3G6&8=?KW4B_-7GQ<=T%L\GD+W MY34)9_EJT&^2$.DQQZ^G"^QPOAB94%\MSYDQG@) 6^J18R++72_G98^2]O'@ M&[:S.1E3(X$Y&K5/-^D@(*3[:! M<64PHS'!ZM@+0Z]!N:?)9(^? 7OM)HQDU**3\MMQ1*+52(3MF2HU7M*KW!+"P M9#5HI*A3VM:$N 2@?W4^DIKD(TE>)*C$='$4.OL@6+WZ%6G_WWO@S65H="OU-I5<%+XV\'D]71^WM4VH>NH>)1=(0^L6"93K T;P),72"$V M=Y8C^.B5;6WV;X RJ.1$;YZTV/YF7%CFTIY-\YMQJB H%/!6ID2JW&7CF):T MQN!T9@"8^UX4TN1+X[!]O5 5$])O7$&RY#R.5 MZ-E"<:9L2$Q;XUE,+C)T@ M&1++>=H#SG8^_9]W XQ'!J^UL!CJ_Q_FB.T_U MDN7T^,5LOIC7BH@H76T](JVK[4@*"[Y6AXID%&KT2;>NQ[V.XI[%N(]#^HTV MO5V/!XBSCE3+>US6-7VU** MRB8 M1,.UF3?4$2*H@N24%!8O->0%N1W(4$ M]K&2H,'F-]'N2RU$KF?=UFFNIV#'J^!M14P34M":=)31<=@ZE^L1%%I(B M-J'([B#DO_^4^XB:/?8!-UX<]N'P4L,]?+@BGKS4;$V!(O I,":3P7):N<9 M5IS*0BD97.GMEMY5,'>AA']LE&@&K@G;Q'8RG=4UOIQ]@@F_+I=NE7Z^6CD"(M@F]\UY5U>2!Q8I2@4F0O"C>]M;AWIV0W84KX9$F"7J0330 M4Y*_;7F."DHX+01#(6H-!@\,T'**E;))7(;B2_OKI >]V=K!F->["/31L\N4 MVGB3,:#C7%HF32"UD%4DM0"!D4[(.7$A2_/FI=]'-*1\[E!8NO6^9AN9MKSI MO5S8&L1%="/%(0DN,C.1JUHP1U&LCYE9$7DN2 YM#R46-\ (95"IXJ!1K) MS^8HA*QS=R*#G 33@1L6C2(7QYJ2A+ RR>9-^&X[FWO8.VU#I=.^TFL:R4:"0PF>/*+<^MCS M5E!#NB(W5(JUE6QOU6#/83Y. (^.\R5+4EDM\.;BSCF"RH5"^F)2L]-ZUGB"Q M%"3N,68;*)*IAU0(CE%TDUE&G]7F:!5O70VW.]@A^:3[\VG/ M,IT=97C T/$R2 -:@4#.K*H='D-V+,A0&SX:GBT22V2_-6&W0AQR'5AK>K65 MU\/?3-QRR_\RN#;7%+<]YF!W%F]=8Z,+C'=JF^"X0E6CV1)2;?UIED/1%)-> MEB3!48C;2X_4>S6V:+OV.A_KE\GL]__"?(R;=.^S0C[3>TP3F,_'99PVN:UE M:PGK4TDI,D6;0:]0),I;JEP;0N7L>-9"MIYBUA+_D.QM4\A.#;-FV[M806_4" P/IZNV@ND+Y=/.Y?_6DLV__?Y?+'N3[K:5"]4*MY[YB"$6L446,0Z M*--)GR)*(]LWR>YE)4,R[P]*YP.1H66SG*O+^ I((:+1M0I#UT:I*!(+V6MF ML_*Q"*^=Z*%OSDUP^GR%O\G H% R%88JU.'7QC(HB3-%@;-37/,B>IE3WZ"E MU*&L12O&W.>MVDD^[8:3=[,R7BSS>:AC\CK4*404&NCL' ;;@%FIK;=9&^5: M*^QO3Q^2DNV+!3ON!0""I+4?,^\E-/KZX8<+B+:OIU$85,>8V7WW2 MU].9O^0!?%I.<;AA=X2(2"]#-2]5>]B"JG-B)?,A0 DF12A]S'/>&?"0C%E_ M/-PV!_HP,F[G&VZ!_'KZ">=W@NR,T]Y+BM-*$'5DE6+>%%M];1&+Q))TZ]JG MO0 /R;H^+"W[D7$?[E@ "N.R"RQ;7R\"FL!\U')'))%6)D#/:UH;A)G>LWW.E M[|> *,IG[85FM&#:!@>"!1#(BK0Y.QF2*T+G [:WN-0UF!'9O77V^,^@CW@ MX=/()6^3%;K*]/[{6Y@LA)B7ND#[,:?Z&-KV%QO MP-5X:PN,DX.,(>DO@_(RBUIBUX% MW-)Y^@JTWJ58CQ;]\FR:7\PF$URFJN=ORPKP,A(E-(M<8WFM6^_,(K^QH46(E (U?K<^9X0'X'7NR_+OO>VM19B#<%G_7@ZJ'>UE=$$4T7B4H+$6.3'NH/4B0DX&2-GB><]*M[U/N MBG505[L.1;Y#R+5)(Y'W>+;&^K:\F4V/%]B=UHL99(U6FX++F<3S48RQ>),U MPZ026;ZDF*]#L@AQM*A<0'_%Q=C:4N2NSWL,7FHKUO0FAUY\T8M(G\/TM[>? ML,L=%(K+)&97J])9EBAJ8!)Z"1&!%7*+5+U%9$1SK70G9(_ ^W3_C4267.S MM[H#]GH^/Z\$7W77D=SK[#6YU)("+HKF-8NQ7!DV.J1<0D)HGKRY&M,\&SOKZ(&F[(*6SS(4:CRE:.9CHF- #>VQ0,?;//P/F$"]U>EUV[M> MWOR(075#.X##TFJWFU;_U/_7),HGF*S<[_FB&R?RP.LWEFW[+G[APD^^PVX\ MHQU*7? 6R7N+J3_KWJIGSJ\^TO.DQOB=O_E4IF.H:LXT^"Z;J;9$M%?EAB4QH MRK8X^I;(JGFQ^4%7V%,V:4L-V?9,FU>N&*'(:F="$2]V2A$9LHJ#\$H-+GU M;>S]$ \IQS+@=^&J!3D@38923N!\EEQ+R\B9*K1=FK.8$VRWY>)6O)WNM>DCH2P'-)QEC89B3&%KPT//@K-> M.R5%;IX?[V$90VHI] (A>@H!]2E/78+G!=$[EDEZ DYF-**1;C M1/-!+7M< 7G8C-@C8G_)'B(4UQ3L(YRBC5Y7$?EDIF!.G?5(IALR:LRT+I. M9==3W%M3;_/T%[%WS<|[^KO S@%MB#CJM[5- Y{1-P'KT7R$-PHG4[ZY9A MX4[5[5=X\RRECO3,FS'$\63Y7&+?\ESI*Z0+WQN1;),3)C,=:UXA:-9*8"TO]%SG_>Q\:703DEF-$QP9%T"6A PU)*9% MD RDY2R9 ID@\BQ:^RYWP?48ZA8>3'?M(\,>V?6NPS,8YY=8L.N^#O79:-8Z MR)%B3J5DDB54Y[USIK,EK%H;YC5WM#W1)NS?C-X%Z:!&L V*@BM3^K6O_)K SW&* M9;P863"E&)=9= J9MAQ8*%>* \.9-).\=8GG;= NN>$NC\JB5H*KFW3TC]% M@#;E\O2?6_6%]G3;2.D#2 MX!U\64:,P::(:#-S@0NRK!(9"'+O@XU9(3?\ZV@[COB[H]*IK;2.V1K M&1NT$C'7HY-4#U'(7PM+KQX$NI2BB*5U[_,VK67$_XT,>DOY]=ZU\P,>UP#Q M:UNE#^D$_D$9^4#UE8(N+X,-(;)2UA F76O(VL?KR^)>O??XD+&$]VZ>S9 M&$"K[I]] [DNC#J%WH!H'J[4(BD$L584IQ\@OY\S:@%PKE4+S2YOW517WJ[B_ M95"V=DD9J^H(L7I9!+ .NJTWY@N* ,E'%F(6^<)UR,A);*KL[A8DUG1N([HF8*?? 9: R'K9>C5C8B&=!#6 ML^9I*)H#CJLN@9Y?,+/"761:@F>!UTZI22GM).! QU4?ZN"K9]*T%5#O2;^* MZ%M"JS;_^;AN_K-[^N_VSVR5FKLG^D;9MHO/^07&W=]A9(3E:=L:=EI:RUS#M';C@7 M$K+,634_O=H"8TB5^?MSX*KBV'??FVF8BT#]$>L:2\08LRZ:5'%6?[NF^Z+2 M#!6AT5KZ$%M'/]N1#*EROE\:[+C[#?,ERQYP+^!LO(#)L@?T3W3WX80B@8_?&M^M7\%U1_QKEOC M;7YBA#);HZ-D7(E'$#(O&O(=J-0: MUY#T;$] <>U!1]NI;;W(@-1JAX&99N[F[5_^]3VOES]\9<2-/_A]+[F)^]HEB MOV/AV_EH(B_O!Q/SNN$S_KX^=OSQ7P!TRK_D1*6AZPE$TG$6N=*@C9 XDTQ M&4M&N;T??$^(^YK\&QYW[3G/83Y.(YV)W. %!GI;+H"=WG$V[=R\W7'OV==5]L5

MK";Q*"F#5)!9D76:5PFUYY\!YJPV/.>01>KA/&9/U$.RJH>DY('EW;)EQ+>, MX;-/9(I64->+6,S2;
[6Q.G;SUAU%%>VFGN'&I("@F,M068]*QZB&Q%$7A06BCH75%6B/H0S(K M??)S2WN7@TN^GQ?YYEFC=X$?2Y#!UZ1.IHBSE,A\28*%FKYWAAO,O;
[B^X ? MDOEY4.H>1/IW#/'67Z__B63\?O[3_P)02P,$% @ LX!>63SN_#J%-P M]EX" !0 !X<&\M,C R-# Y,S!?9&5F+GAM;.U]6W-;R9'FNW]%;^_KIE7W
MBV/L"4DMV8J56QUJV9Y]0M25Q)@$. "HEOSK-PL7BB(!\ARBZ@""'":P29 Z MYZO\LJHRLS*S_N,_/UU>_/ QS>;CZ>2//]+?DQ]_2),PC>/)V1]__-N'UV!^
M_,__>YW__&_ /[KQ?NW/_PT#=>7:;+XX>4LN46*/_PV7IS_L#A//_QC.OOG M^*/[X9<+M\C3V27 GY;_[.7TZO-L?':;^^($1)C9_MOGM[\AFY2=9T"2B2"T
MLF"STZ""X<$\1GHDR_^?L#YPY$73*X#/Q((PEX*B(P"S/@A,5?.;+AUZ,)__\ M0_GBW3S]@=,.;S)<__O"\\7BZ@_/GOWVVV^__^1G%[^?SLZ>,4+XL\U?_[C^
M\T_W_OXWOOGK;JU]MOSMS9_,Q]O^$!]+G_W77]_^&L[3I8/Q9+YPD_#E!?CZ MN+CYA[?1R&>K7^*?SL=_F"___=MI<(LE08\.X8>=?U%^@LV?0?D(*
-.?_]I M'G_\T^]^^&$E.3<+L^E%>I_R#^MO__;^S7VDX\GB61Q?/EO_S3-W<8&(ET]8 M?+Y*?_QO/KZ\NDB;S\YG*>]$OQER
24+G/]=GO9L;TSG"&06KGT"_#1-BHI7 MQ+CMZ?MCOGD61)P5UQ>+BHCO/[LJWNFE&]<4\+U'5T"[?!![_BUH!0<\;3<5F,WN*/
MZ_<4X,V'ECXM$O[[U5JU@7,Q#5_]T459*:>TN>32^K\KF85A/CBBD$_>,/TUE,,S2G\%?+ ME>
(/X6**>O_"Q>SZ_3EP^ED@5K]ZF+Y0IR\Z:Q\4TT35K/HY?3R:CHI$^SY MI_%\)*45-$@%0E#\HH(#'Q@!&T0R.:7DDVFE&-L 5=23!_;[!_3F"43OTIF]
M!;Y-A?;4ACN8?EKN5)U C>Y8()6T82N@BEJPTX)Z0 ?V)V[:2NJ#J01/+-C@ M!607!(C$,C@C,B3G7;:>Q*AJ[Q@#JL)7QNGA-:&/L!MH ,*YG$Y^74S#/_^Z
MM%E'D0B38Y) %6<@N'9@A0M #+K=5@0E;.UMX1Z(FLQO,_3OTUZ!G&E-R=ZG MFNQ+]?,8ET)T%
[^X<7PS>>FNQ@MWL0:G378Y<%=L(P."2(W;'FZ@P3NKK V1 M:UN9]@'(V7Z.RUO#,A4+\S0K(YZE\[)!?DQO M)NBEI\V*98..VF@'VV8N*\R?%^5
M02RSY.;I[3Z[YO5QG8^O<#GSU>"">3^]N'@]G?WF9G&DD\PD.@TL>HU"035W M.DI@!@4BN?2:QOYVZ6YF_F\^L41RE'(R(UP!3. M%)$]FM%
<(ZK,5,K$VQA9[=##K?=[](X<0W83^H-3(Z?TV*UG;V=SN>C2"D)B5B@ MQ"1<]A0#@WLFI!BST]1)F]> Z5]:$+KM-6D^K,W-<>\53M^70U72UB
MJUWLI^L9>D^_I-EX&E>[V_)K25^(900(?YD5\>I3FH4Q?N@F\>]ICE;U2-'H M4J):)(6!/<*K'0,I)=.<"*#,>J10])J8$Y3GP[#U7UEDPV4[>_NXCHM\;_8
MB?_Y#7YC7<:=U$/T)4)L.$5/,$7OQ*9$&*'H*3Y=UWIA^>Y4K1U3]S5-[1^) M_>_K^6*9ZO ^+;W_#U-<;?\Q7IP7>>&@4$K;!S/2 B='" J<8
C=6PTX&@^9 M!&Y4P#V]NNVT!]S3U,.A>;RO@KJB"GZ8[HA3;U^X<19M9M2[O)3MNZOR^7Q$ MM+$Z&0V*T@!")@:.1
&!>I8%CE7QVD&?!L/X;E3V(+S?5V53\:P-&U'61O) M(^$0N"ZA#V'!,X*>3T:C-HILK*R?W](5RFFK5 WYWU<+6S?@*!QC.CF@W#L0 MP5DP"E4T>6:
<3<$+HFKKPLZ 8Y4P&F,VD.0DT.PEB(A.F4D^0,B&9\$2X0VR MM[:'T?[CV1V]?HL_[I/Y^FYVYB;C?RV7G9_2/,S&RY5FFE]3-)^CSX [
MZG@^S;^@C'$Q6_[ISVXVPV\^HM8OW/AB_H2$V%IOKI0GVT00E=)G_^YFXY(P M]V:R2/CNQ:O) C7BR]F&=X3'H"DHIST(%R)80R-09T32,C/G:L?
X'X&T]RP, MYRE>7^#VM_5%XS1?91 &H50L*8/>4UQLM E@<(N$K+U/WJ3 0_6IV0W:4*FX M-77CWG;3@(5C2=A]/I^GQ?. .;^M\Q4O).0M&$QYT
*L$#B2F #YQ!4G(2(CR M2:CJ'M\6' =+SVW!]UVK>%^Y-S@ZNXMIG6[0!56C?-WMB Z3L+L_8X^HP![B M'DX9O-5:92? Q8CH6-;@K<)EU1-OC::(L+K'/:
2/)*J.Y0.])%R1>Y+M//_MI8N+Z6]W<:US@D+.B7N1<,_T#(2-!A!J $:%HY$$PY5_Q-Y]!W#>ZXU.)@V M$&#%E)B"Z\-L?:62OSZU4.PCKLK_3(;7^+"
<_&YU!F7X,KD M[%U^ZR;E*/#%]7AY1'.3E,VU#9PF\(IR$(8(L%$84(*I:!.-3L<.K/9XY7"; M:R5RINTE6WF;Q8W_^C+%5Y]6$-
^66/@&EK:HR8$Y($0*$#0J\!1W'F*]Y8PF MS9/N0/@#K_B6":XEN0;.T&LWGBW/^U]\OOGV+^,TPY>0/LKJO7U;-5UXC[>_M385'!
[''-0BZ[@!XF$M."\5U*U8RNEJM4)]#:N"@4VE@XQ=#0"B&6_&QS]+_7*=)^+R<+=H8 M&3R3: M* L)F% +C.&6$TDP*9H*JG0K1 =9W8A-
58:5BHOU#L^<&X,V<>1SB M@&;0'7@'-W[J4-MA>ZK!RT#VSEVH/E&*ZRXNBH1S$"(YL,Y+, X!&\JCD>)4 M5*>[;7,PS>E#QU
6\OL4KF406ES!-22D%P6\4Q)S#,45 A9,N]DL;1 M(0SC.[B.P\#9B] NEO ^;%2T;^;SQ>CE]+KLS%=NMOC\L[M,JTAUL,D!IR!P MH7"&I%Q"BP%D4-
J6M@S:=C)F\ 6W- _^J(5N]Y]BA9+%3E7+,TJ>-ZGJVNT MW-T\/3^;I:5:WH6X.3#J +*/@?*(4G0&-JQI4H?#Z5 $5-Q7^H'E-G-E) ?C
M.;IJK+AJ(0AP2J@@'4VQ6U_4X];2'5;(96DC]PK'P?^UR_O7DXO+E)8UJW\ ME.;CLTFIVGJ.'WQ*,2A.1C,HHS M9;J<]C]EW<,9&0TIG
XH_P8AE75AWR]%!!]F;C)W*_0O/M_^S2H.Z33*PGK0 M9=H(YRW.'>F 6>62D"Y+5OO J3NZ4S17&G/4H/+W-I[-9.J J%%8Y3Z:PT11 M6O'W@)KL(?
PFO1CO(?-!:(D ()'$<-GC 5Q0#().*9ER:D]KATJ&4H=+'(B.' MTX8^.J]LMS[/>7PQ+H!6M3+KS<]P[9ET$8*("40JG2*-%A"9XMX1P;/MU"SK M$2-
U^]N'CW'LR\ETJD"'LR:6RBRHLC$%"YIE@R/5!HPQ&;PT26HO" FUCX ? M@/,=V@N]66C0EV$'M/5DZ)N %OA'K"C,AOZT]A-/?;@H+')IP47G*1(ZD>-3^
@CS-D&BL'WU$7SU=W<7T/H4T_EC6R/FO M)7J/F:#B+KRCG0/U\7!,_RKVGV<1S2RU3VT_FR&FJ6XH@HY:RV&9B* M% 7@<$LU(D+,%
(>O:,2V2WSKX;<.SWJ+$O3*TFQB7\X7LW% =7_IYN<_3R?E M^*Z4=90"N)L&U._RZ_'$3<+87?PR757$O2I-(>9C%-
C;\7PQ/*M!/0],.R6<38V7[,$8E5DP,0R A+=M3$_!) ME+71RY(MAZ*I?>O(+BS?A^+TDGB#1M!E=._R2UPJQXO7+]"+CJZY^S2^O+Y\ M,9W-IK^-
)V)4=1,\(=8I306OGM/;!=UH: MTXR0!O4;/R6_^$1C6C<\O,EP^FD\+UU]KF<) MI6!-2CJ"B5JA74X,.(=K(D?U9LH9IJL,.MW1G9;2-&*E8KK1PTC?)W* M?
T9!EB;I[R:(^&HZ=Q^F]RDY>(?H&T_V_RX'-J7&18(4X;3M++D/646N+$T%5[QQ7=0#5$LSW +,Z;>*F7+#& VAOT-Z-AN%:E16@
ML1L445G4OQVS&OBAFCX>3G=WIK(/RONQ-)'<7EFR'-3RZ,,*J6..'-!"MZ7V MD8+5(@&S,4C)DS.R[@5ND M='Y=_^8QU0J^$2:I\-RU++XZPO LO
ORPIQ--\YK,;*)<@K\;O' M2'G 9'I"_=;/89=^_WZ0!!I[@2PFZX M*;AH. F@K%+E^F4"SJ))RH7U7GIE/*F=B-L3XO#ZU(SNZ7!<':XQF42*<*(Y
M0%L1)5+R%QTWB!(%8IPV3@C>S@_PL9D1V>'UV*OP0%JOSXW7<#^NW593<;W MZB_U%+H.WKHL,TE8"!(D(Z4UMY;@"&7@/6?
>:6M(:!9E_9;EPVG6GU8&KAU MF;(V4,TC,$,H6@C$X]+-!'BFJ8N:R1QKWV+P#;)#+6/ M\+K@JG_%Y_C&.R[$L1;:T;ZG*U)F &XC5Q1_7'OSR(EC)
M%6>X!=C8:=(]VI]KV!L/7\+:B.]I5;E7KF2_CVAMN';!5+$]URXV8(D!;?>"1)5C48&PY+^8'.M83CO(]<&
M;OT[7!;=TBI<+6:;&T("2S@>4[HV1+3P*25@8_3<%B)OLVHV"KEH)XD(GN"CUU)R!4,&"<\&!YI$Q1:VT M!':>V8. 3MTXE7N0_(Q+V_GS
MRS0;!S=Y^^'M>]?*/F3FO =)T& 11JG2=RL 4=Q(RH-R^DY#FNU=)K8^??BH M^Q[BGE:55>5>
(:^N9].KY";+/BG+".ZMZY)ESIK9@$:+++I?;A'*/8T@<9+3< M&\I"_E*P]0"'#[WC6V6RFMR:-%_XF";7:3[22DM-XW]?STN+0S>;E
M77R0S%,;+@3^_+)85<>_DLTYR1PAXC!!6.7 IV5>GM4IR"0,ZS*;]X!P0DHQ M)!D-EHA2,#LO%,-I_JZTCD'XU^/Y^:JW3'GV'WF-"Y@2"1>M4+(.
<$WTPEG(MR1O#>,@ZUZZ3?Q34">E/&R(:^&\WQ=R?KM#F+1&)Z28Z-3*64I+*I7JZ+(0E MY]=YW$$5T8X8G1%W[3R>!^"R*3R-
+SRD%BDKF<)NDVM0.!>Z 3N>+^:\3D]) C@X1R9C 1G2" M2E&1@OL*8NJ8B\71>8VB>3F=(,AKQ+D&/)W,1SP&ADJL@,5BQ.1 P2%HH%9X M-&&
(>KW[696RJ#N"K900 M_=-X[L[.9NEL2>"[O'[[%X7Q081L \Y\]6FYYH^B<: $6%U\ ZJCKEZS]1BF MO;V.[<]?G:>KS+VR5(#)@H-PI"QWEH
)/D9M@8P0B> 7\RAF874JZ=V7KL M>2OU&.\CW&'R5J@DF0A>KKE/$42B#!UIYX&92#U+%MVE+J>DQYFWTDOM M])'5D'DKG%OB10'B?
3E>M/)7):G)K7D>R*I^@ M+H3H->1R#Z3($AU1@89&UL)(GG6ROI/\DV5DU4WN"H)N.+I\L-E31TP25=U M8WTXZE0W]@0!#U4WQEG,/ 8*RC!
<@Z*TN+ %"4D(RCDQ,8I..6M'1?H3ZL9J M<]Y'KD/6C>$H<7.)H+(MM[I24CKC4 BLV):9.T=S[9.!HZX;Z\53U[JQ'D*N
M.*>5<=XX$G].Y8+$JW.T(%>=D' H6.&8T<2P D&A@[9S4[EY'S!73A):@5EIX&]):R;N JKC#[P0R_!9?B:AI*RE7WN9W@].)
ML*A3N1!5E_M9$@./*Q^00)7VR93.5M\>]0]L]$,RWT>X%1D/I5GK[//H;[^. M)%.&*ES(B$(8(C@<3DE+4RDIF4D@QCQ4"SI/X?=GTX_/UD]
<,;S^X00!7]XW M[.9=2?#3O:16^]+@6R&>5Y_"Q75$,^)O*.44EY]L26(4RKK0("RK$$(Z\3
MJ$H3N>2=T$R33K<'=WO=M\QK*ZDVF+"OWX\TFATN>_0PB+,@K$LEA=2!9LI: MQ:2BS%>;L*_??\O$/E%J%<,G&P1_?
C%"@U!FCFM$$.5Z5Y(4>.]*_]^WF4MN MC7PH![\?;W]^<0]\]91:1:OX2P3V9C%X/7.3D)Y/XFI5^+_X$0IFO2Q$2;(I M-
:%4+P]:2$2$ED*DMCAP40GC.RRV/5[Y+?/;4KH-LN;7CM\F"6OFPN(?X\7Y MR^OY8HH[QLT82H]/_'_\X#Z-O.,T*XJ>O)6NM _FI8> MC>L/?
I9F'V\I9."&:>D)Q& BB%P:.@?/($62DM62!54[NZ@+KGK=2;]ZV_)- M%Z[<3E_2U=?!+N=P4@H)F4;T>TTV8'P.)N*D-.;K!*DD18L<&=A@+9"<
@F14B\Z3:YOZMBX&<^/ MGR+WD?=0!X^_

@Q!K]BV\W?A%=$+?7^;R%.7Z_J7XQ8=ZKARVD M>6TRY1(@9K6U$PC5J5-W2)*Z>A^*R@R3Q>\\D65<*F)F+J
M5XJ24X>81I8EMS+N9RE%66A]0IT8JR?%10$6N]#'/R^0A(9W7T_ W6E,YT(B
M%'*S'TM03#V@X*JX*1]SMJ;K>5,;O>9G3/KM8"QC[/1=IR,+TH075M2R[$]D MORLX(68M4$OO4FJ0B2X=J>,WH(B 'D3C8 _XJ0K>"K*K-X_)3./
3C>O21S&\2EQ]6>7BLMH_T2,7FJ+P)(!QC7MM?#M8 M(?4HH1ZMCK:V[^[>WL'O,Z,$XO[GV*:?2%M3#7!Q3L'4*AR6@@O2:YM[\(#J MCQV$=8_?
$BH/,]+-M2FPDMN/H0U"4GW,=I-PD:#,E.7*6]/(*,X;\NQ="ZQ) MLF336K#0"5/*K=4W3R&KYZ@ IZ32-0NLT!X$<:!R;WY]5Q*2/2WH[1571A#7 MD/N?
AR8UF_0'31 6K?S3XE/\$,B/_N4!7'D.#^,]%_7H51T5P?6D.K49L]VK MXYB:HP+Y\"T.U.PP.B%YPS'QF:0 _=#%_?K'&K=<%ZOYEW%A[]Z64%6\T9@+
MO6V3K$IY_N=V<&,OP4*8LY\X=?2?'67ANP<>K0;.=[1R*^9K7S1",Q M6D%T2[#7F$1D M4URUPPK+SAX'$"[9 \)?!&QW
O+QPB5#DG[]ME+M@>PDWL'@U!X M8'7XJ;75ZQK6VRMK9K/O-+^6A.CH&G=4,2'BIK#%>BX\V?<(E>ZK.+_M,Z7;
M/<[%D9T89U=G5F*$IY.'YC[-2',%!P?1PN9_IMK-K46O##[BK]$?B-2>4? UBA/E>% *8)$VYF(P"T!'QBY F2FGI;%.(N>4Y1
MQU1F^^8+PC)P$OM_31]HSN8,'IA%XH$)/2R)J?1-T;^R5*]-9\-R?]R"3A#" MP4>$H;GA^R_WU+_@R4%9&:MZV=?XX
BOT:WLVV;U+]9<>0Y# _NA"ET!GY.(S-?>>>ZQIO9,'QR^O_M9H^T$E:Z'8H&NGQK%_=X(GJ]2"1(*\!^)P"5NBK")_+2'O;I9:XX+B@_HV- ML?
7.#V<[V[A3'M2A*VX2#)([,8CZDG!=VB9Z2<2%/[-,X3^?;?L#=(P";KCB MGA5K9K?S/ME=H56!G+[!0"/PKK^6-YM+MOKK3V^]?(>337 M8-T0-
6L$;4]%C50@"3+=CE9%(6I/A\]8QT![LD5^W2('0: SWF"%+%KC:'@^$Q(\27>4B;O&?)SR2]D#V"[LY4HE]3M-\%!KFF1@@OGC<89I2Z^:,[@:)PU?XF
MO'OS:D]J13W;*+XVF%*-P>#220\Q"5H&/ZZRO<@F\4*9_#N1O#C MB,*20BK=[+-7QLEOMW7*[4IG64.G)NEA=AW:^;Y(E(,&%;LT&]8'H'/M')HQ"
<%]"@O%H M#JMDL31%8:47!W08#Y0[B2'0U9K$$[7BN(CE3:L&%[.%U]9WYN9YNRN:;SRG M26H>@R,]CZ@1XN"_#78+U*Z3$0G<1ISYU* M\+:?
3$S#,=+8Q'.O.;&$7R02$=<[F3,8/^P'Y55U.:]D,J[+T/MPKY#B3 V MG@1)?3I^'Q K/ONK?%/.020> ,-Q*["EBS4%.ZX8CX&C.^1'%="MMP0X37.2 MA-
V_BD ^ZBX"SL156[3/U)+1;(MT\=L<'9K+NQ"?$=04&I,;5!LED(>KS M+ 7R,=CR6MP?K.U:9GH MZ.>*D0L^\3'D;S&1C$XM%J-
#O&X/Q&B((D9HTF="5R6JA09][BV%NILGMYVF M<4)6()?).BKV07]MZ+-XXAXH3)$?$:FE_NGG/K1Z@HD+*MJ_F=I7JOLU]8) MEL$>
<;5.#183PGU/;\R;.= 9#,5?Y'.-%5 S-8X)5NCQGV^J![C(\O)DO4CJ,^1#>/ M:(]^FX9%X &N;UT\0EYJGND&/"_ M5$)#6#(9S+RWE:\P.V)?X:V9.7.*.#"
M*N;I[)I010[F/=,O'M >X@'98@$CS^38UI>WA@3318W+("M1A>]<-?/5R]YX M%RF@._X>15581_DKR>M[W84T$8RZ\M](3,R3H'*JM"F/.[X'-##\
["#+G+6B MV4KD7BHI>0G0MO,5XU9R\'SFQOUE)$I6 NR> >/(_;'B]KT03F^ 6U&*Y_XL MJ_%#V[\]%_;R75Q27 W\SLE/@B8S
#1"-0>!T[!R<)7VOA$F8@ ^@Z;YB0=T MO10%IDV'P9"+*C(<>& ##IL_)%[=VUMUSY1B-F8&[A'5>NXB-B%P>KE.AHM+ MK2O[VW@@DIM@6-X?
OO]W477#!3S0-HL';M/1%"6NM3:_3W4C+B.^8/4J/\$^ M$M .%4'MWB[_MQ_5_C>]SUQYGM-113FHQU5*GH=Q?<[_[K7NW'>Z5"OK_#24
M_3U1+O/AC=K'+*OMWV4W#8?30F21_']JE+0&UYV]\@E@9\2WZAK=LDS<1"]2HC;=Z%X>M,UQ*M=.1$;A\)OL#*<'<&'=P1__F^V M(G^V)E&
[']"#EFM,7WQV:.C@*@H"^[NHY6%$ZD+V@ZD?'SIRJ://A'YN+\S5 M;S*5\ZJ^-N,B"T$K=>Z/"9UOYN#1\9*AX;Y.;N,M#[VB>Y=ONUE*\}
@053#V]%WTL7V2O<,P[9_=#&7ZZOY<+2?V%_W MZ5]AUPO'&&/C<-?35[*YH&MIKQO;=M:[BX:[/W4>WQ6$L"-Z DT4P- 8RH@3[7TC38B1-!
[\5>)8PWPP6>MI"3ASE_TK MA/P0/;BRO?FD=O/'[2,)<-REB"7+QOG^U93?TL9KW[;2S4LR^OV72"S>O1V+ MAGOB@< ?4-
U/H4"!;WGB(L1\3SPJVL""F] PZTFC,0/4W;S*[;'=,=',I-!U9 M*/4*VQ]RQ*HQF+IL_U62Q.PG/_+LDE?@0\1VQ02 41UL"]* MW+@?"8S,,9#/H;IZP@=37F,?
B@WCE)S"S"/070XI^R9X8'Y'7*0D93FZQ+M3 MDV]\P"P[!P'YF&Z=&:?I>_:_:%O^OXK($)'2[_IXS;]XRMJNY.;A =J@O9=\ MEH_.7NAX3T*WY/:I].9D\R3#
(;>9YK]9FT@()0Z 75?^S(^T*;_D!;]0-$]J.X6)/8/R=[DR<)%CY7G9@X-1#^*MT\)I?%&:G8R;U'|(NUA74
*MH*45+/FS",&$8G+^;OQ%3<_:=HJ6X;P,DT>G]^5S_^*XA[@Z]'#N<)9N M9JI[B+L,Y25A4_(JC0F"6IEX_TG/#&\V$;7=)]-4&@"%ST+/PNQ:M^V[XA]U
M>Y@0@IWA%Y))<]MZQ7<.$-:XT=0.,D;U0=08)6>Z3_KR6*E0-\(PS5IC>#Y M^G$F @G! ^T66OQ%\"LG0R,)5("6?A=CX]0FS6GWFXA85A%+\
N6];3&*RY? M1'3;OU@CU5 8N^UGQ@'P[UYK&N#5"&%\HU_3W/,7%OPIVEL/^"]O4C36>1RG] M .'6]3#\A&Y&9/]GOKOYKR9!-^UW%7Z)
8Z<\#RY/!"O<2[T;-ZH.P#U1;ZO]#Q,R7VT=%-.\,C<,92:L M1?4_!2",EQJ-EA1C_D=YDCABI.(-J=04;9^$@]@2Z4SA KI7RA,K#/;$.-)V M# 5"0G"5/JY,1-
Z<1&! A&YV MKOWG@%A.*]'9*"O]*U9: EZ:5ZSX<[O9DF$OQ7X(_#^]W1J**>RO1+:!P1U M-
4Z(E;_!K\%9?;@Q[31Z6)/MQM%&+*E3_=LA[<@&A6NPW$'Q!:798@N7HGQ M2"Q;C2C'^K3U#!>;9JGG*KJ'W+-_B*YP8MRJ/W8\&2V_M
6\"#Z#$4F*6'\? M379'EN6+KNZFA^H/V39#:[B^U0_ACI>I1$5BRGGYI+(CRY]G5Q+\CP>,.75"HKVLVF&)OJ@%K5$1#]/6*6S+*B\1I^J,1A(GW2<
MN6,.6:AS2:]QQKR-25QMH$;R[0W8R&%7/"?*ED;V<;!' 8?%-J=7-:Z]<0+[M9X$F]&R0'#,5&89QUAID3A%F*;J3#'XV<\&.C&ST12O4M M,AL^D#9
F2P5RH/29*)H$Q[8(V"79CQ0/%2?K-9KW\=UID5Y1<_;*SI|)^KK MELTC]9@'IN &KVX(Z/.Y1$*)D&I]LU= 6^A^N[$KE(\8); _]=R&:.L^H?U* MQ;\-
>_[GAS_'9'4[+@H8VWI7Y/LM(5[60*7JJ+AM*1 C-":T.+8?*GA@TQ(/ MG[T!.RL'#B^IXRYW/OS)F>6BDAL*7K(D!(-Y6[^E3ZO!3\?:FT9%K1Y[##OC
M&A/O!95DUOKJ>4[0::+3FI&*ID]6SG6'MN&[=>SSKL%A+.4)[3]#_9!/S'U!2>!? PUB:<6 1ZH!;LPW^Z""Z.(X5^MC7 M<-
[R!W77*V:X08'2:UV8I$73PSG/F3)%)?;1CPW?3 *]13;(#9CM%C.',7(>;1-6C9*'I!P^YA981;DEM&J.'E.M,+C:@Q$ MZ=P/FN(+&%,\\#0W_?&]W(]X8)*
<)^65$8A'&F^B(JU-%;B=IY[/!K"INFU MY..!436#U]/75N++#J-,'Q'#&D[V:/1%+5I+7K<)^'([BG)*L,%(USQ+Y)]4Y M<6]HA]Z+^IY_!D;%UH9/DB
69!'>V5R*1MJGR^LCC2_MU85QIT]C0]NZ%'+J M2XZ:3*IR?5I]4%89A'5[K7O6ZDO95LNM^D(V0M\/,:\Q,/DF,Y?B"HB@W)' MEI8IO*3M3:^IZ&Z-
I]ZH(*/2+*)G%_K(J,C"903%Q<.=,BA.\ %J?]1&TQI^ M5PO" P]0.T7*R7)QDH_W=SW:#B.L%6Z>"Y=6M?6]G\]=+A3AIW!+,.C02E M?MAV>O/:-
K2>##= P-,2(X1W;RI=_56'VCU4;H8*Z)2@:3L=8X2&[W1K(=^8 M7@^54'^@O". H5C3*$7<*W'[\L%-P+OU$.51E1A,R9@S9.K9L,YWTNJ(-=S
M.;90>A('C("*R&7;F W3$*J]X35H+ MT34T'1KKUKOZZ=:KM[87S[+H*L.3F'X(,+1A';BHBBL-\-IA8RZ_9)8$, M+EI% UP?Y42?RH_4O+#
(F+FT\7FJM(UY^1/F@YK7[3=_F[:YHFA[B2' I>89<.4YH5Y\T(JHNV9D>?K0?"^.?A@U&C.]|-%G9J?D,3? 'N%<(Z1IR9ZBU !A
#H!^,_8S8(%I"XO947MV<<& M#^_A:FE^2SA]^@=Z_R^WOB(N%O8K<<)U >.'7W3)@?0YH>.//9W\5M+W>_' MC&OZ?=CLGN@!&/?,=8]U.4-
=\OGHS.U7B7>DC9G'AAH:BK81!R;^U@1U#@7C M>.&_X^M-HH97WLM"J\2M;;SF;;;*-NH-<6@H1@?\%S:HF""4!(2MB=H^@@O^ M_K7.O__A-
NB=KW3-'D\T!0CI(PP@,.-<#Q_K_'[']:%:F#C^S!WN[J& MV8[&:?.)H%SL+NP@!?H7%F7!CRXB/O)AG-_GT,4#I]V'CR*7)F=(39,_G2-8
MMF^*6'98F_0:@S[*+/"YTTAB']2'H(3-&XHR/A[[F5XQ1YK@ES-E'71##?<+ M]BU\36&K=#;8^=.85M4FD>B?Z6?
TUI5#TC%R4S^<6X.%]Q\4B\I_84"W;<-$ MH.)688BM#C-0 +,LN$E]"*, [BM+8G7KW&A>- LJZ9X(@RUX21GU_ZCXR#Q^ MICG/]@%4/NJ]:]N[%-?
B7BN:.?@VRNQICTXX3;ONP3S6K!)4(([F]Q&!D^G/J3K$0 MF^ #S3UBWOM:BW1(#6.J_-OR\?4-$9QA3M#$P)^N/TOS+^<(Z6+-TC_=]\O
M,%XT3EG/TUOVWSB2-\CCP?NKB#T#W^8"RC__'R ME205,7_*)2!,'_=?55%4NWEJ%$J0=JJ*RQM^1NA718E8[X,?D%E"^*C%5H; MO?OV!XWZC"K4-
,!N3F;4R,Y_E)>C<+|[=NE.K*IH%]"Q:B4:%<9^GWKHU])B M6_J@)LXF.2>(E)$^EZ58-_JR1 F'Z;-#7R58G"2+X*<'\A&?LQ%.R'./[(;, M'A!]'6V*WA*/&(??
&8YW14NE:+]T9(; [2#*NR6"Y580VKQ/MXV06C^TJPX9 M^'.6E8MBYHYCA;\7_OU#2M3]Z2*@!@3S1?@AUBW];LOY'EH.- MB2SMTR"R>Y/J];
(OX,TNN,@M!.1BPWTN1=/8@\GFB&O)OK>>V,2V:GS/@<. MP:%"\?3:ZUQ+'ZR:7PF>G;B#!U13,I-S2!9]J+S$3^IO1-P\FN2W>A?/5HW; M5C0\C$C_=-
^-)H'5*UFHYHVK5R&E\MHN!'.-8B(VVDENEJ,&P89\7(\MD_/" M%2L9H6ERD:N'5 YA/+%W=1Z'&4Q%X+JY$8L1AT/B0+0:/*] M;0W:C B1D#+[T+Q?0C:
[O-08"3,\,"EW\6GDBA1ONR2L@,W]@-6Y*ZJC$+J:X_C[ISY1QF\?_41#7;:WSL*Y"9 \%IK-EM0 M+-
/@FO3$HP,EIV^+DYMT!#>%&2%$F35S_ZBQ,]:C/"O,V:#2X\D$9;'Y@< M54E+-*AJY^=K\K.T@N^6V7,% .9^3MR,C=_\(FBSJP9>YF^KQ-
#$%,/&4M'K# MJ;&R]Z;"R/,WF(;>BK77B*%3\8-K16GJTVFWQ@=DXV0A$]19A7YI/:SG+0E>)-B@.OBE=&B=B^ MU!K.J=DW-2CHVX7?
#OZLFCQBEOLZ>G$X0I%[K/!]JAW#+5NB@_@T1]8 CMUM MB/>ECS5U2OW^9F!6Z"^-\=K-1.F]Q((F894K_^WN M^S\D;4TM?
OI[$/BG8:705(W:!XWQ9Z#735!>C=1\$\1MV%') S'P],W$(*,W M4Z^0 >BP;GH#I3M=2*8L[!L/[MD"!-CP$U8G("80E3S5.C9_F83"56WUT4DN:%,5T7]C%
(MBF MXP7__ C-P]D!Y(B?]'KM[924.VXD]E192+X:I86:QDC<>5QW]'B[^*6L#&;! MAG2X34?MRD9SW[QI<-F\9(A_5?Y7\&/H,P("J?
H/TUC_CDKTVAJ8Y5-./?GB M&.W+EF1=W9:W @6[KO+GIQHEOBKAJ%LR,HQ9.L0F,XRM-EQTGK1+[U:[P,/"
M!Q992X6W(6:M8A'R7E[WE/I/6TLO%SP[_F+[Y$>C:HH1Y*Z-HU7\<]..:8Z.R MS.Z2!VRL+;FB#+,B)]_>6+@6L7%TF:=?T3?
#G1UH++]K'R]WZZ/E2IW/1A!. MNM0ZQ=4B36;7:ZZOO_XS5]_.>Z;#@F=9JKEW:-+:MLDJV;P;%XB$S\'T]5.[M/O6NJ&MKY-7TBD ;CNT0L]-
ZN;:1/<"Q_-!B^MR9&N:V*]?F[*ODN*I9B(+$(.,1'T]3UD-:+:L4;>5&K"L/? MR!5-73TW>!>LTX\S;BV 7&[L>!6J64%^_*[DJX=K03Q6__-; ($6K9?=$
MRIQ@8-##U7!@>)FZ%_T0FJ2!0J@B1]L>\'DVYC!E[Y9/R^P>GW-X;7?M8E(M#*EF"48!.Z:D)Y.+&^I;]>AHBP^8-<3UU'K3&
(M%X(B'45VW#%\N(BSN>G98 M=96M\!L8Y7\YE7F\N)ZKG#0*J@P1S;A<)M&&(4Z&B)&C(*3VIH@ >E5Y!U"J MG6:8_2Z.[M#G8*A<8.=;S\[.=:?!O
GW79L%WX3C,+C!]$$W"WKO16VY,+&? MXO%F*QZ E%GS^;L.E?3*-@MPPKVL#ZT=D0HZXM>K %N'&Y1XP-D);5>#E-JH
M^<@QI!;EE;=4GU8X,+,LH,/C!=;T/"GX,^@CS$%/ Z,54HH;#WC=QS2#YV]B M \G#I47?3[S39;IR
VN9NQJ%0F\V:VUI=#@9U8CK[&OBP@D^K>WE23RF=HDB,;6 [B>^?+WSXC)ZTTI9I6CTT7#E$#1*4;%V7%TI1DY[5RE=]>>'_M8NTT):>,Q-
F&8H/NZ>##P#1A3<.?%N8K+_0VE3@;!;DH_A+RA8?_.(2 M_%?OT2Z%_#5@@0>0XZ!V>" <#RQ5(FQ+UD0_[RC9*!'T'WY@NM!T_,$VYZ^T
MVX441HP5OX,/76X;H(8/F#YAW?_Q!#,HL$*!:0U@]+8;ZD1S@!-G#932\XX-MQCQDZB1!<0Y#0N9]>7BDP=TZXJ/VV=WNW9+A&;*L/043_?
V<"^2S7[$%@\'// M!B"TJA1^ P^@B<'+%I,,?L"VQAUHN#^XD UV 3UL+.?=Z_3H:<;ZCZQ(DM8Y M&+ M3?/MN(0^4X&-$T<&
(@("SG3!:GVO#5\)#Q>FZ;UEBS\TK1D&;35>^Q0\M+DM MNF./B5R\B?6WS?AV?E_)4J'ER +SS'EYYSB%[!YX(GQV3.9* KUXH*)XC&X_ M4BA=\?
%A2QV%9#VLUL>2)3++^ZOV3D2^5F?7U$SJTWGY"\HJJ)*>W!F'$8= M;^:WH.E="':_TC?.92G)%\N,$F IJ95Z>3#'KTI#]4)CVGK]W<]G2W%^2RNT
M"_)AC%.#*Y.G*VC++0-OSMA!R0XC=Z3['R85W3XX9;0MR>(MV[?0CRF)M>:W#,6>!7A&TYH
M^O[^:\99VS.#F3MM1@>2):$3>,!T6TY*BU#3:O(GC^4"_TG1$4CB(O,4D+P MARN@(/SJ6V]W=L2+NW;=[B J6+6:TV
MVZS;YN3DNJ[E7DU9[&;AG62#?(=W2[E%"/4HJ!MYWZYO^SO'9 M_YNBG6.Z(+O0 ._BW&1-P%TUT,0.V!\2N7W^VN4]@_NZRZ987H"%WI!*T+>*
M;#A1=S/CDN[+TQ+ZVI;[)R1DV9J,!]QKDW1_[,$S0QI+) T"U&?7JCA@-B)R MEKC#YX6,Z?&!,
M4L,=^OP^WX]\++_61LMW5SKO8&$]FZV*MQ45C\@Q.P9AQ3O@@:'BBWGZX3T& MPWF)B?"'^3)R-?[^!+3]ZL(?."M&#D)J;$^+DA\]1R?
B&G,"YX,]HJ0FU\^[M7-BLXEJI@WR7&QJ4'+L,)?(N>#6'W,MF4EQ[R%_>SSWGT=">&#Z
M^EN6^!H*&*@:O&A%ZHL';$4;NNX5CJDYXK)0S,7\"D8:3$YZZ:?T VTV!E"U M_)GU]+,G!F)9U>'N#%]F!9M).!ZRDG6!%#B$9N"TE4\%HK>?
=\CDX0&Z23R M,$.MXR[T#)L .:9H(% P]SP;.150$U,]G_186YY*P3B&T8R?NA+J;PLU2[B6W
M5.WL<&9&"='W_9<>&]#7O&GZ((0'^_Z+B_\A39P2]#LNEG4 M5@:YW)WG>"#R)Y.QV@#W_\%T!+Y=:R>A^N&2UXXH/^)&*#R"Q)[\."#DB3C
MTI2+6:F-T\F$>1&,/LF_4^%#4W(^L71N]R0$5+P%E<$^G;=G>$ M^RXR8504T$*J'?F95JW_I[WW#&AZ3]J&@Z@H*D$$*2)! 6DJ("!%DH@*" JA
MHU0%I:I([P1%0!&(4A6!2$*O=>S]^XY!W;/ M/L^^]_UA\B7)O_S*S'7-S&]FI,(XJ32CGV MQP6(1$P5H1FORU
*ME1$G;MK;FUIOMR#WJ@$^5^%2]+LN!AZ_N4ZMB7M(6U7!<M;]_(GGXLU2-[ORII.4T3V%Y-M9%\]@8Q%180_,P?<<-D5HUUH?^@=/N7VK M,
[']PBW))W233F2@PZ[DM[V;7_Q!C$.8D= N"N4ZGX("(GX1?1XS5EYBHCTY MGD.6O)=?%71PC%=)^(DWM?.;[V,<-J4I
#V3JGR,>L=71W;Z6^;4=,4BPCC=6D+9M05/SH3Q,R4<5,V\ M9\<[:K+4=LRQV\SF&=M;5AE0+3/7@;55L#M#1'>'EL '87%]ENDKUG;.EIOX
M($T])^HB/_!2?KUO_S&H+(')]>YWY?I+=HA'G&LH2!(GG]GW[#=I&"NAUYN; M8GF[K9/WWT7SZL$WSS0BJ09?

$R9_^5V.AWR'R:WPR[&;9GTTW=2]7N9Q/BH9 MG<+M?\H/|(*_B+^7N)QO>-#5T3)['HH%1?'T9G/5;$YL9#8MQM]X[8;DCS8' M'M.*A.X9:-L.HO6M[%1?_B=N?\&#=>?LX8QK-7OP%V(4\J*#UZ[<G[ITMY"<4@IC62 857R+#Q%94$Q<5A=. M/?#Y 0[OK_N,9ZI9>QL 2^]VG;%,
(UD>BIHBNR\@*Y]"WZ*N9L$P.JA8FPJR M6S&R39AD{]N$LWBDI_4-\YXXOS'CIL,GF(22WN+>J5%/3DK&7GZ+A3,LR TH M:!$/-Q.F"1TZWJS4-91+ ?2:4P#M3(&K'RY5@5C?*"BQ:+CE9N^DU,C/LN=$ MR:62]\R^]ME5^TM?UI5SR/(6-G?^)"-1$D/KFRN/&< O#S MWCZ@,KC\VQ<4/E8[+
("X=L7^<.I'"EPKQ'=S-:E?Y7NQ=JJNRE&]![F8DU:. MEOIC13Q^[/7*,] /Z_M+:;5Z>+L'6\4?F:VRB>^T6.CW-*OL)0,^?XF'7YDW:^DVX$X01H[JD&,/?G>], M.*\Y0]^VZL6'L3J^T5!@9M{1M?+"$WP&/R?KDS[>PD#1IQ$MO26]P:YG1&27 M^59-X8L1_ 2]3[V/6#Q0W9M9W!'8*^ H+ 6P/;$S)I)T
MCP(8@4JM9EH'SH' '-!%0=";NC-9&4:"RVH7OG?)'>[4C+,2;H9\%]AI\8>$ MT'!UG@XR2UO1&<161NK*7KB*,'3,L#!2>^TR?#$23;7H] RK'S6OS9%?#C6\?&*$:LX][KNV2TQ0 DR>$ M^= ,FL_'DT&&4ZH@GA X5=M9/*54$#J^R9%X[EW'YKK<>J! EOCLCBC%W\B^
M3"C#3'#&36YC.EV(CQ,4Q;6&M#VD5BW!;LX-N#15AJB.XS1B.A=[IY'A%L&+
MC@(P*;.Y$G5I68[8QI7=O8H?'IFRLB*X6\V<>KY/9Y5LT4V(SE5@F0&='GBT M/0$[*'WU5_D3R_:H" I2Z3S7K^A\72E/VAFD$^=RS.F%QBKI)E'.PW$I9?SD M8UB13>JR#5&F &I[S3F4%8;6(+:R\9K)KH5U%4X/4#VQ^UC:X-5>]RD ,'RI M$;J=-P?Y1 '$5> GD$15VS:NF15(ZG.RLE?+C&66QZ^NUT$!"%R+(JY1;0OO M=O+>-,(1I%4+YRV? C6*%,4>^:T'Y5Q:\)US14Q$#?[Q#YRN&(/^]2L%_MH; M$C.U)&8*P%!CGF=H3Q4&U$?]770@)@6?"MAZ740!>-!#K_0@W):NN$F_*I4 M?HLZ:01M69R1ZH?)6Q^1YL.I*5^=TU%5R7ON/S[WL]PB\2*6D5Q5RR=K(\G MYRMRKW]A769CB5-SRTA^^1VAB
69$PNFU#7/^"[Y,CSY6%S:;K('SN"A*- MAS-X85]'.[^),E4&*\OP+Z70*!NNQ*2L@6,@Q^.X+@86O,D+UU!_M"N,@1HS
MH/%R8+9(P<ZOVA*@U9&V-.B-9SC3,?F8\M-I*OKF0*H*.M.-_ZV=X/B"G-_M*#,.V.^:E'PF-%=V1PSL1Q W-/*)>#K^(>M;QQ-,3GDJX3>=+UHS[,W6WG< ME1"M 7B]Y%[O$Z,0K4L12[#&;;YNUO+/@#4Y!V7C9'70-7?H6R:;G;TF^5T5-JDW$CR^R41H
M^8(K2)JZ>#D"%VJ@CS<-%T2P4@7?E+([%%B*)G?M<^01N.O; ,G+ZWWLDR,- MN!?6Z2,755_.*BL79PH<+-KT0FS :P9F;*(ENURG:Y'|G9N6< <0[@A\SS2R<@2CQU6>XX8"% MH=!KH@R='6$<89OIO%;K*;UTM- DY[KW/?:KY+8-.,/PB,H\MB.QN2'#\Y"% MO'?.>2^"NR-U8O*DG^Y2;__91$=?\'>L1BO?/W&R\X;RCKV)-Q1 'K*AU\W8#SB6.)YKX6D$BYJ@SE"F&N,_@:1I;XA*V_L-OKW=Q&]_M3L?X#3A)D9S@T[=UIF 8BR%UEV2ZB0KJYA-2W2E\/0("MDY\"8XQNC) M-[N88PMVZ%3CTM5A[J^LU_U2R4D+R7:RR>IO'@L9?D =R2R>N7\&]QPZSMZ#WN!\P)GX'HPK1'B=I J^\2=M"QMT)Z&5&RC&K)=5'(29E4>O,%)&F;TA8]FRXYO'#-K3&[ZO6T2]N^.= XOU MM"/JF?7.I"0&T 1P!ST5[!GT?+_;][_<16\?A:!I&2=HCEP*:M$JU)L&&H#]F\Q.0H')U' :S5PTB KCRPJ-6KY$(R"_L&6)DX)W(L?^ VE0W% MP8CI'<]D3IF-Y[A,C!%Q49\,Z[!?-)=-E\@35]WLB'>6LU 'Z-(2\3T MPBS0FGA WP$U%02N&I)/(# WD5:2$5M-]&PM/MG7IOKW#@0O 6.M$+T,]-M M"X*.+]ANM"VS!!O?A|T@(!W\R(>AU;_LQ TH9N#[M(3 -=CNMMF]SN?:)=L'M!\" DZJ00MOG<7RWVOOXSP^X<%5:2!-B@-4I#NIZ4M5CD_OB]>G"B)J0B2 M4W-J%"TZRC]$UUL"@L-LZXN6Q10M41 O8S?Y.9W*\%[BTD7O+P$BY [2M49L-_,U'ZOLS^ZG\I@(#XK$&P\?VF#:7F:6E6E=3/@1OW*\(D?[! G]UHTO_<8Y7) M[_=FI5?*TG2;'Q,E#?(>BYO&*TTW;EM[%D>OO<,H#-E 27:OR"JJ5CI QO-8*Y^YNV%4 M:2,YN [1#\O#$-N.2(07):.;FUG].TP!?K<'C#_7W?=F#<+Q"S"BQVN#J\N M^?CG[<&*ER"O030Y6I18F!&X(N0)Z]Z*D<+=);-L)YEI/M@QDM<:>]|D')(2 M>/;;>3L#*C=28-;[Z/E;2?[_0)3D,/LNB%6G\2(O[U=^SU04BWGXP!(G,7A\M5("?G9\H2V9#L1866O65Q.3PAKJ'VIC4>?,]M#<:XKGI9S+EG9(C_+3,V,V-_M!VN?<:A&LP0?1XY]}^+N,V4GL"8?
%=F&'LST7^B^PYNQ!]V$AN;W/JC[<\6V[_];$6 '(=<_/?#^I\E[3&A&WVU);(A2^70>-XN!#3&4T- MU?+H6*4:ZG!YE9%[^0F%[YZ0IK";#$?<@[4Z)<92:B.Q1'H:;C/^(G315)9> MH@J2]X'G(^CQ)FFCVNB>$?VF#:7F:6E6E=3/@1OW*\(D?[! G]UHTO_<8Y7) M[_=FI5?*TG2;'Q,E#?(>BYO&*TTW;EM[%D>OO<,H#-E 27:OR"JJ5CI QO-8*Y^YNV%4 M:2,YN [1#\O#$-N.2(07):.';

I=Q6^*IM<'0IU.7KX&SLG%^L2^7;J@:)+['J9'*+ADY\NV0+P MCE8=7O'HQ?OL$_:LV>MM6GAW/3T%EMEZ(2%TG5ZF4 _G9 EU7;Y]]5LH+*A*
M$09P[T6X-M37TCIM>?FC///FNL@)+DT?5;EY510836BRRW]5QKFM/S89&3$$\ M6H$(C[2]EFOE$5I+5(Q)/?
=ZQ)5'GMSDP\H6:BCNX2XR*KL59L3"K)?*EI8. M.J:?\;'UBT%V0J#@V[]50%RPI6.J%PO.&'J&^BB"+],$],J1)9LP906U_:(]
MHY;PEQ^1BB>AD("^WI>J1_T"1;E]GQZHVNO$4O4\M5EX X+BK_NX]LVUU#79 M'K*-B6X*
[+2&%%5D.../2W,_/8"M\Y!Z]CDWXS*?;7FJC3L30(8H#T*PC._) MESN'RG\I&H8',H"5\"&)% !J.WXKPM/6*FIR.SFU-I\"X.FW3,O,TIV\]ORJ
M\.&G#/(?;$HW]V?\+S#Z10RAM:UL7UXZ^Y*,KQ)&5Z&7'39[I:XKNDJ*/XW1 MEZK&\ 6D<[R,7R&QM.-[:RB ;\<8?3?
4I$0X@3IM!#S8V)^<^9O$X8_15\SMP+*+P[MGM%MDJ&CEW1U/MHKM@&EI=';JQ;7E*/,] MWZE;Y1>)]&%A+*J<0*JLMS%8UB@]N0/R2 ?
I@N&5'C2&(C451]Y]@/2-;]@A MH\ #1#J3+/ 1=R?GNU;?',2G5@;U8WIX5PT(%$ E5?45PQC_;ML;$YEG]MQ# MNW4?B+)=_^=^P!|H3?
*9,LWZ_;/17.*V@31"=#2>L9<3=S%2Q>(!C6Z MFC.KW@$!T2J14T.9WQ+M_'6Y0PJY1T/ -<[(K^9#&2SMN\OI#$D(#]|J#;A!, M^TRR52Y7G;G@^D5-
A63OFD4NAP<',M8$<:S;'K1)U'MB^.J>,2?0&+W$27"> M-RIT+S!$.4SEQM#E1N6'M&(G*(#1=]I_Z_#\SVRZ\J\2=L+"#S"P,0&Z(@M:
MZ;8S%O\XBTHIN!M^-V#"XYX[PGW#>I)H.P:;CV"]{Q?MIV,>%.]"JFVKX'J6 M68?TS#8MP18("J(,M2,?
7M874GXO&AITX,YC>3;N;J=J+TVK[=':N7/W7RU4 M^I"%K.(Z\5#Q_EO_T\%/>$,.^[?B[R>72_Z472?X]U9!XC%)
[F@$=#W4|_'EZ!5*H9V'9[MN6QWU2Z+!&8 M"E,NP'_1J-%T M\%@U^M8[LP[ZAD/3@4X#[+JD)\C\9[(T%-R5;^&+E!OS-^Y2+ _J/?(6TS>6G
M9O8WF7P6(VF(LWE7N/7"%.%R*#:['GG*Y'#Q%$1PE'&Z!/4$RE^1>SVO.E M>%BD9R.D)6M>_(4J6?J9;O+W@U#7Q],2I:(>(+=S;
(^I$]FZWVG\$:UYQ?(MD) SZ]!/)1A%L?H:Z73LPBD>\V75@T)-4*CC.Z/%97T0TLWQA8#JTVKM;K)
MWTGP9V0P5$1E56CU0ZN:%$2XW93VIGW1ZQY/$6_+=SSBO"-0GPUW4:*HJ"PN&[BI3\"T4?(&0CS%]F=UCE=A]NWP6V MF[6G@W*X 3*\<7TH?
9RMW_[.+,5<<0;"L 1[@@WT=+O2)J#\@2(HM&'U"@ MJ^\5FE0"+@>)YKW"-XDX.YQ*I+NKGZ=A-,N;X>FG$OJ!7_!2/M647?@M>KF_ MF?
LYJYG/^U#893HM8W%,K"-6G!WZ1(W170#LG?J!F)Z*?X%Y>K!K?/R$"]{P MR(]@?Y!87NYM@SBF2YZ#A/%6%HH\/-??
U55(KR*093:PJTG54+X1#2A+G%E, M5\E6ZBE9!SCQ$[?T\K_UO[QV2R!**TM(8A^DGS2TK03]!E4(956S\P$(-HA
MFSN+YQ9KNB:#";D3*T$&F;>K/,6ZIKL%?JO^0\I[<) VX"U[M!9Y_M7[F8<3WAA S>>8LU*#*+MM8 X/7.1&=95'5TQM5KC/4R\CFM<6!;S-QQEA+?
MSX_7"M7_[K:9<@BKG8=/+-CD^J9PU/1SM3Q_/)_]Q8U*]#&!<61E0C-.4/C-QO\E.*&ZAT;MQ:%?[^_% 3BC M;R5:O3G]]!8.P,XO.6?,@#.=O6-X4USL)/
4G$"F,HHU6ZC*^CM)M-VKSEJ&"T%!GZ"7"ESZWT7$[N]?],: M?O-4"FL=A->(3QQOV],3[KM P&(.XDUMGI&?_,3UV9/YL%0S[3RY KKDH$ M4U4(!
<"5\DLN47S&]/=G/1,_6[*B4T^S8<[K+[=?\"*UU#NG)?3BAMJR I5O M/^#;%6JCHBP>EH(Q&/"DM>U97""-P_SL&I3DW?,R9.T[Y&!'1>ZYWL>UH9ZM
M>%('GF&X*--2:SKJ];1Y(=H_:,5VU63J$9HM:)^&#P E.^,_5$4^8_0 [?> M6@3#IM+\;$&1<:]35F=;\^]B]L.84-TG!
MSM3JVXH+!,E.YZ&OM@TSJ)O4<#I[-P>1SELF)?A<6@P@"R_G]!UH1[Y^,0/# MD<%E>(([GRT<5&("5C[WC% ME.7I(N#&%("X=:!
5EC=M@[^GY;]!W#T>O4VM%RUO> M]YQIZVNT*[2]889JPC,<8Z5*N-E[1\ZACH0Z!$""5R

#?XRQ2,G92+FJ;[{^ Z:CK53:2&7BI3 M[=6NC(EFH$KH-L1:;KD,<(]F?)>?JC$*.G)$##0:1WRI\3C@^1]?N0@3;]*3S MU\BR=
<0S3I]5FX+.,]*@"U@RC8/9[!71:/-;](Q>>Q/G2#G?]_M7G_$.LR!!(MU11/(<.QJK2(=]EE.EP6(7WDV\M^A2*TS<[I;]\R@&AJ.]':6,]6F]P/2V5'(M5*VJ'(7;W6?
UZQ6?D)?%Z'"+^+6//5.?'P(_!X6'6@V!KU'7ZJYJ$AE^C?1% M*2=>/X.($]5>Y2&N9C0)IF 6GG]0DSP]SN?8!O>_>R% *^+. 9YXNOC4WAA/ MZ-
+M%WY!J1-FR\>ZCQ&A5P=&L&BJ(51+B'GD:2Y^4.Z<'MVR5SL50%B(_8_V M9_RMU';R M.G[NMMP'1253"&Z#CHC0K_64-R9L](9%O9P;KO"R(`?
6]Z!;E,=W%"-"- M,*IQ],HH\' 3P7.K60DD%+7MN+/#=?^&D4KS%^XQ)E*&%V4-8%@T_,J\9\7*6
MU;WLAU<4"F"E\P@JMZ*#^GF81R2G1'%4L56CIF#V7FV;F&+1]JDH*3/TER7O MIJA/L-O>)K@;X1H*SDC1G:(!JH/+^H5>*?9(36Z0:4.AJYIMU=--
UZ;%LT6PUSG9[1^ MU&YXNDO(>O!ABB7;I8##28Q>!R8XUD$'\,JLU!?X-UIXC(_D>@%7&#E M)[^^N_]6?*]? P.=C&$0 I>9IC/AK81\,ZHK%(GD&"
B'B6\/5SMQ"38E+WW MZ"!7.&$1(I_^O_SFOTFO/+>0HOP<\'01D-'S4N#8#8,CH0QV87E;#C$>9HC9 MO@XM 4%A<6NVP'"^5CI;[(?1#8)C)(-
IA$KV=SBR<.-C'\JI>_7Y9\F#%Q8 M$_;RQ*K]A4 FHJR-NOGG9I3C7,V@.TF69!.2PJ'18XU(]K6GNL7WIB/%W^>
M$#.G/HI3RKR8#=Y)Z;2=9:=>9D\OUGU])@TC$'46S@U6_@YMTU]5/336 8Q&N\&:/T'R BQ7H:I E M+;*]N_F+L5L2MM%\FTM/6Y1YG0C
2OJ>:T=]WM]A\'DLV/--+>CNG,>PE'CZ M"^=QL06;>K)":R29-8D@]UC7]^ SZ;O6PLL@!]VH0!XP(,--\1X MP\+BE#=;++P0*^Q!]0_MV%
<+X16FGCV4R8X]E\"RLF=FJ":.9"W<'2 M,N#7WXABG7*?/?)IITZIQQ6R#RKE\(,>9,TE/MU7H,$!8%&D*FM-O60U^J/7
M\1G&IS!"38G8[:*_VG=V\@PL=425#EU+[SX D!V 5*\%MH^#M(R2%9RL"U1, M']-G5^U/L9MZJ8C77_"[U6T$&NO&R9GZZG-,A?
8;MCX:J7:%O%^%1EA$K]R+ M=H,T'PO").5[%1@UMP5!A*T$E0 N(8Y*XU\O<9AJ)"WY*9;'B]#H"0W;U) MO3XU8L\"_*_2OI*O8MM W<&Y//?_?.
<^;,H)_P,$1YG\X-$+7@.NSR9B,H/ M:?M!HGQ^J\E#T4OPH6KY3\D2%/G2_ 7T&_AOT:?_W!7A_1_;: MIX\U2%Z^EB8%P@#HQDE9%4\PI5LF>
(_SR)6:MUIQOM,@'RS>6VJ_*%E-9JXM?(DX#N-A/+-MNM&0=#2!&N9VQS M7FV-C&4\@9.C)8 R[=N.",Q_6!C++69QC"JF]NF]]VISC#+8<- G0!S-DD&
MX?T9;,KGE(VL2UY0'VS'A7I^+?H %4'+,@!;4J8J?XT>1ZK8*9XMM!^Q;36+ M E#$VQV)9[KI67\2<7#3A>BZGGE746OF,297B,WK1,GWSQ2
O]P(K.M>-YL2 M4R3O.N@#.* ()=|,.<&7PS3XZCO4QZL-#8;+KV55]W><4^SKT787H(>>TM)3 ME9,S*T\-"/ABH]L)F2-Z4P#+I_+S;FA\DM3A"MR#:-
#NIMH@@XL MW)0)DU-=R>N'ZA/7U!:OH#GAE? /+'68LMXM#N#F!'*CFHK607WM\#9>"J"< ME2@0*MTH#RXXX5*>AG,CUOF0W?
A*N8DQI70*TT@A=]*,N M1N1'R!0%@-T+?4V:]M,PQI*"Z8C+L*TQ>#7BNR5T.A0^!)?X\W-J>]60[@0L0TMQ'X6' MX#GO*8 X*MWU%,%K_'3GCY Q@/-
LM=$G_*-1 M%2 D+H#^2SI,R3\-@(9Q.FY1\+HVX%%F"]"P7">>K,NEO:??IT>D2G$&;*H MA0'!DU/E4Q4^7[SP^WD1_R@KYM02OS(KHU=I-
1R.G\NQ8 M\$JJ\J@P:=0C5B[FS!JH#@1-U=C4I=TC#4Z?H?>?:SU?W\@LNGKG ,GFX%W3 M=;"[G+RF4%:9/#BJ<%S*PD2JZ9*:)_G%$ MBB8OXML1$?
V^/)S?4$?EBX"28%*@*O,,=JV>LK[$2_M-QGHVTK0ZTP>%?L9 M^Z\MHJN1GXQ?:CW;DYJ7'8J;?W$#I+"7 A!:FQ>ORB^&#UUN)4UO(O!4>MI/
MRZG;40W)6,9:+/6+V?8,;/=>:)5 ^5]H]8]]"I1?D>I]S8O,>*OSB<8'[8\ M!,38OBTO D,/ZY:QE HJGN#2Y1%%F2B#+YUC79NCOH*E_?]-_^C_RI\@&F4=
MW.5M[SARP$U!9"_K-69)NWJU\[/?8F(7:PQN;ZHV>-Q9 .'78=A;+B:'[B/> M).EN'_%YA+J>D.O(33B9EVNH TX9R:IX.][K35OJBQ2AZL=[O@0+:+(Z!?#,
M?@+>S Y?'(#[>?BQO*N^AO6'WI9FJZ@@MNTOZIK(WYI]B]'D$W?#YA1 7:'58LJ!ZT6E_%8BM](>RY2 &=UC1-'
MWTE7WN4Z"!V!DX7BQ^X5OZN!))X)>VEB-\D<\76NF%G4PGJBQXCUrM&C M-*Z8G'!.F$K(&4GG(MU @0]2] *9S>"+,O1/9;>02RD1+7/:VCW?
GN^WW%\& MO('+S,,/OFVFV7@W,%PL0#QF ;H>P)6.6#F3'*ARO7PP4*$C'XG$'!O+3(P,C0P M.3,P7VQA8BYX;6S5B40B'__^
MOWX\K<$++ZNLR/_C#^X?G3\ GM."9?G#?_SAM_N/,/[#__K/?_F7?_^_(/P_ M[IY^ N\+NGGB>0UN2HYKSL#WK'X$]2,'?RG*OV4O&-
RM<9T6Y1.$_]F\=E,|MOY;9PV,-/,=#_6/],\M_HVG,4TP\Z/"8012%"4Q2',&0QC[%CI\Z87SU\&^^ MAQ&-> I)ZA"(XL2!V$4,>HF?
(M)*4G]9M%UEO_MW^0?!%<<"/'RJOGG?_SA ML;Z?_ ^V77[Y___['\Z1<_[$H'W[Q'.?_I7_Z#]WC/XZ>_.^XW3[M)DOS2_'-[M:)6=>E LZ_[R?
[TZ1M]Y$\89GE5XYQ* E7V;U7SPT\%Q76#^B1?X.P3\E^P M?PS*'T'7@[!{QQ\5^\—@L +1QEL>9?>0KD?W_[>GN69/*+?.*7G#_(S_:.
MEUG!OM6XK#]APM>"^V:U^O69_\4 M7/[?YXC]<@'[EOBMCWFUP%PC[F=;(YA^MD:N_?"0O#Y&1Z0N9CE]@OU(6=+ M?7>WT"YF?
7Z.;?TMBAJO%_A:[,@,6%[+'WP2?^O(R(5&C&E#IS/= U;YCYKG MC+?6BI(@(%'$5_7V*[WB.?SM6T^](3&Z_A\TY*K/Z&?)]V)3TG9G M$S3EKMZR\9\[BJ
A"'ZZ71/_??_]EQYX^).NY!5V_O8RL YB>\TNGONK5^,$+!N>TYP22> Z9[X MA1;"G7]NX=[W(2V+)R66ZT+I0VJ!$23_ (2]5\(XR"?8WWYA-
A5\P/AY=],5]>DJDM,ZU408AH'*8,LC(6QP<)7QE'L0A+ZE+(H"8/ M5S$VSTC/#!QI;E%PB&0[-@7%KT3X+Q55S9T2^"[P#H6;V=[!UET)&&U[9!4'=
({8%AYIM> (J6MZHFYXCC M.K' 8CZLFB!#=U;Q#3//]KWPDU_$1_["JX\X*_^,UQLN3N#\MN9/U0ISG"3,
MC;'KD%ZXJ+X+8\K%>3I!!'F^L&H!UG%11ZG-;+H&M*^_I X;\N!WR0!H.% \ M1]HAI^;X64-$SY9=!
(:V]Z4DI"4W:IS6HOZ0DMB'CHW:2WK*SGBVNBE>>+D] ME<1>0&+F!%#HL'!("'^ V$]#B%TO2%+AJ?B(J2CVT M))6>(BH+I*QT9YD_H6
5IW]*%Y^$> ^TNB7^LE.IXY4649^S O2]TYDS^XCIG^S\8/-G>%(A31\EQO=_5]K_BW^N-MO'+]\(,^BL^,?\4U_Y"F7'SW0HJC?+P'=<
YPR46YF:W^OMW0M_ MYFK.P#_O)ZEIU)H/K8G[#!B\ CO>0?N(_!@/?KC_1BL4Z*4"/_5R_7P%MJ*! M7C8@A0.M=/:\E[?Y5"RY0PLSOZA_]38?
S*'#]D9HKJ,_"N_N&|^SHOQ< MU+QZO^&>XWM_XO)\N6)I$*8H=*$;13%$L4-@$L0QQ('C>HRGG*3*,:IQ4C/[MB WM_P&JACK()7G Q-E&,J >H9E
:SI,90\#/>;/B=\2!@UE\+X3'_S>4M>X M+YWZUBA'JNSA81:I&L/%3HQ*3<*1&-7$ HO%J-0$&<:H%-\P||^_U(^_)1A MDJV;>/W-IBS%QR_.
;Z'TR"%C+M8'&)]8:S".(01)^+_A-7"GJ,3G3I#9V9S MU5 %M*4%UCOR>@[M.9#4/$\+HNM9J5;J 47A+[8T[3EN$T)9\K#.45G4%9H0
M]=!GF7K<3$ .J[=[_-Z4S\695;_OB^>=<);O_23P T9C'WN0N2C%!*6!- 7 M/@=V*6$!2G04!RAF36UN]D6=,'_WI19Q81>W8@\!M+73-Z?!8M-8YU@8&>
MRAJ+KZVX4[)9TMRS9!95W2EA#W5W\GG#BZ"LZA)M./O2I]EY+ 5H?]M'4XF/ R^42?R!*_] "<1.0B&EE/&0X]1G2M%D"[S,'7]N MTHT$Z:I-.F(#3@?
929KW2!= KWC+M R@FG=00^RV7%V! 5]M1$AR!@:LS9(A M9 $B6S=8%W"R[/W6Y9 =W7Y96%+_;NR^Q#+:\NWUB13K58H0"7#DP8CY'*((
M49B0E, H99'K)C$E*%6]&]M;>6;;U-$"+3'UF[%IZ:=OQHQETC,/BN)HW8N= M9-WH7FQ_I<7NQ4X*,+P7,_V F4OPC3_(,,M7_ER4,F-NH'2?
=BDB.$@P2CCD M-$HA+ M$BOH_]0:,^N\(WZ'6=(7$W#)P$8UVJ;LNMI\CFQIR\'*E!585;B1;5@LT>DK
M93LUG5QX$=54%:I71^7G]57PIGAZOJ;U!J_7KW%??.?AF0[TTLV(+6O#SAR\;'O> ^2-/;MK$T>IK9"V+9AS[)
MO=$>N[_28IOI20&&N^;I!PQC5_21L\U;J-`7.;"",I4NV^/N.3O<)71ZYR] MS]8;V8D$D_7 ^:->2C!+,$Q#%D&4N&+'3#F%+$Y2XL=)R'BH%P*-
+PUV;D==Y]!+D/P%6-?\T.J&0[315,XYI(U8-4]MP2/-MK=B9(1?+AM,N@^HHPG;ADG_8$+ BN9R(F9 ;_2_*6'(4)X8QV%?*>E-0LX'U^V>7"W9.B
M[06[IY^^,-V45S+&]IG7*YHZ%*<1@\Q/&40\#KI$4T2X%WFQXWA**GN>Q-PQ M;YGO["Q#N6E1]EVP:DG?,+ETAXV:)O4T2,!SR:-'C]IV!%OO2Z^RP;
('XOR?;$A=;I97U-:;)KR-\]S%ZGA M?1&"P[?(>1")TH)1 1'$ =I""\&7<_'&!.J5;FA17WN';;C*[O7=82O .X9 MU&U!IP6KFDK//I;F-MSC]'6 TY:WQM[=E)QE-
9#-NV8H!S'"P59S-RW:RW9M M,X'EJ!V;T2+ZGO@=?OVS/%4WJ2N"W,Y]^Z280:6XRGQZ((B#ER8^U),?.*&6 MDZ6_+4L-L]-U^LF/(18K,6[7^O\^JE6
M/4-.+#/S-B>I@X8\:.B# 0/"I->;,@?73U+AU8^24\ H:+(]3#2U^'(X]+18 M35 S#9Y8>SGM51-R3W,57[F@\E@F5YE+WS77K0O1?@OSA[XKSC+Y0^O
M4Z%:8L-;XZK*TJR=!R+<[A7%/F7(YS"D02I+I"B,$YDUS4*2IF[DA2S6KE6V MP=G,9N.WO.1XG?V#,_@.
$_K9NVP$4.TBP7IC83JM.V$OUE4/H,&*^RA[P9 M1X,K\"@$D7D,,?$1Z5JRMPM[C<;]_\]6@-M JOA]0K\VGR,W6^Q9!D<\GPES_26Z[AM
FFS\ML*7\O7BMN$\V1UN54"Q@'" M@[8ZQT>2%0KBE,AF-QBE(40X0C#[7@BC"+.8!F&<4+H:SEA1":%-DE52ZT(XC1XRC%%,X"81AD/>X?)6X
3X0BKD4=EB>W%(J=)+AV=5 ;A1+Q2 M_5W#KH]-,(*^?ON.G[L4LB (&0ZIVXW_H4$,"7(XC)CK83=QD<>T)G(=0C'O8C&'M^ %%, D@X2Z#'
X)IF/B^JY2B=R$?,ZMR&U7H^0,?WMW> MO[_6:-MV <#C:KX@;)H7#%NL^AR\EBW0\]7=- XY T/6ED%7HV/>,BB;M=.; M#VV]GGN78S36D.^"U9?
KUG>%R)/ M*^AFF<&9MY ANU="$2M:9L^-'A8I>+>ILIQ7;2MMF9]:R9\,I=",KMG^\!2#
M;&_XD6C&VO8^C3U>F\]@R*W*+;\@AW#>S>%LV2/SX6GK9";;?:6C;S-!.Y1 M &XN.D9E9QNXK.6JC^_P?.I1EE -?#&5M9
M/MC]N72^UDT6T+='/I+]NLA'JN9SO>$'I6?#%#XC\6%LN=WWNGJ&]^>C+5*X M9Q56ZP5]=6A[HT(_]|">2P'I2\,WC=#1S;TWLA)Z,T0DK6T-
R=F5),D\G""_M4N@DB2LL.?9@S%$,.2WQTPX83:C3'35\(KYI5G04T M/7MI"R]MTZA(=)?P+ H\O[I09X7/VDD7Y]\;\9; 4E.
MUOS)K_1>M=\GVYG6HY*95_L=K;ALH=\Y@8Y]_X^]/_=:C*(9#VVYT)K9$F? M>'7N,&N31#?,Y^]
(7VDG1)^2>UJC+A19,XQI+*V6+HW(9*1)I]9;3(I&A!E] MT=AC^E?LO\FL%G;_&Z?R'/]BW^47]*VS.HCIC+,]K7+[>_,!0F57>)" M3&3I; PQ]X0/B
.'.Q%F@:>4H*Q/>F;U'# #.FY RXX\[W4E9SU'ZE? FO!. MWZG/!Y]>@H_@]>4(+X.!@V0VY92"UKL7-L!BY"==<<+'+;S-! MA_?
=ABN8G<',1%NUWO::SH]V)0U<[B,T&E9X@G49HAW\ <$M' M<1W*BQ[/Y(/Z;+&&8U^Q.69%]POZMZ86KQJRJ:L;Y[+7^"KD,64Q]V&(
ML",,"O9AX@M'.:",QDX8!U0OS#=&;&8+TI(&E:1]!:J&.BAVY,%/6=[]^&?-_MM.VA\U&H5.X1P0GR81B009SI9UI3P$"910B+? M#7$2">=;!YABKZ?
HX.2UMWQ)5_F]WN=!,L' %GLLL]FS^#=-I[TUU^W^/PJ:F MX/; T%-Q2;<)RS*]}9.^]2FSAUMT](@A\W[59ZRS ?MAV ES\T MZ,;C>E_"X&Z;!D
N<3@BO@,]/_4AXE$ L8.DEI.08XQ2GNHEN$Y1G'E;_U3D M#U"\]]3/TA0[^;KYKIO/Q9X$44WGK4*C&7+=8M'0OMJ.S7Z] COZ%G- 546U

*ME=0Y26_9+$U5\8_2+I5?U(_FWHGOQJ-8E=V7.*_D"*\N(,;0*"(IA\1+Y3[O M.C!V200I2D),(\-7*5AE2,TY@X&]%1!O4=6/:)X#IOIF*L%B37/]%MA[RT+MJQXGM2"T64!46WBMD.>$6".QS7-O+A;$G&!]&*V<>M2PFV/3@67H6'@HX9%/ MH(?B$")/^!0Q21-(W,AEH4\]MQ5&8I@F&F!$LG'GL0(R2"#H.QPD3VSL/O-4++TFALIDK4-3Y:@[I*G]#.QY: M%UY\4QLU[!L_=1EFA>1$??M3 7)ZW[<,CI[>]]A\ZE!IZ(,M T!P + [81T7=_M0;",CIFS<#E*6MZ#ALPCGH3**HMY%1HB#3T,G=?LS!6_*]89?6W_W-4BQ$L_M<1R(HXR3R(YYO@.3A"(T\1U8Q)A/](K+U&A.O-9YVAP]F4#Q$\#I^:G6(=# MSP@>(7$%6MK@]^Z_\]18Z$@]TQCQTS3?=([X* Q3@\3'7S:M77CA^89_%)S? M%'F3JOR7K'Z\V51U\<3+:6]IAX5U8)*+:=":.Q/V(:$!3&79/X^9^+U6 %21 M[LQFHN,"R \.]'R [X(1T'-R0=F"&K)\5F0&O/3LB"6H#"H6M 2W5]^@1G7A M:@4M*(YK%?1>US,H3=.X\G7UV[>5'[@I$_X:=*C@(,+8@R0D$>1AA C"+G6P MTC#DW9(SFX?]S)'91%8XK!BXXXPIL)H2>;O!V^?;^PWOP[?IZ_L.WRU7OMF.613/#NX5;ING_L\&FPU"*J:)GL:6 '^/9ZD->9_7K/?YQR\1"VZ;&GS=M;B!VPIC%'_K?-1%J M&8D.0,=HKA M*:N(:,:FSH*QUSIDJ5X@X^+/T-[C#,$WZ]@Q#L!8$XZ)-_7O\5H#\R45RVY* M&2:78PYPGO'J-G\IUB^8WN.(KWW.=%.$ A@D-(0KC "8<$1C&W,,N# ^/4 M1ZIY.:I$9[81+1M2*;*>$4![3M3OJI0A'#<4BZ: MED^"CQE 4K_5FP,LLZL]2Z!IW>_I2C]RR:>|U&(W?;K"#:_[M-^],)>YNSVH M^O)>%(8)2A!D<2 G-J,$$NH1* =B(1(@'@;8*(-YG\[<(81MAFY/UC!) ^0 = MQ0#%Y3)KABB.Q)VA%"'*MNYQP=4WB;C^+2H9 ,,SSQNIJ&?>2V',IV5Q4O& M.'OW^ELE=7]+[$1C*TI#[]=^_1'/?8AH&$#,B0>IBWG* TYYI.3DF+,PLUXW MP_2=?&]:B^8=E4)>-<02SA$XG,6/]W(7W2/%+FF"3" 7\TZS NJIKO$ZW:@ M7,\-(*_@)\F0V.U_!CNI,G._,7-,+)D=_P86M4CF !T:JPM6,LTN:IHXR,-? MMXO&:1RSA"#H)TX,$0MRX)$Y9A/PXTLLD.J PLQ5JP@^?"ISW34.N M^Y%.NNE#A\@HQF(ND5,^(=I_"<>]!0MYV2%\HM<'AZN?V35*HI0+/9%#D,_0A EQZ%*!!N;QR$" ;8"9$3!Q2G MCF'&S\V"Z3Y=!L:ER3XWHD^!K)JQM#VTGQN9LSQN9D[P>?FC;-[;I13>PZ?M-.]Z_2=>/Q9L=ZNMV)WXS.LS]]1>#^R6M'I/XG,2CZN4)6'U=.J$G);'I"F(M=5&C[\,U%V_U?4:H4\V^SSUJVL ^JGYCQX0==:,QAGVYWR5YSEGXI*COXN'O+L M'S) ^U$ ^G7,6QYX9)%$$_3CR(2((@IFX"41HA1/S$C8C6S&Y#/N;6X*:UM@PU M2R;C@-Y2WHK.YAR4.3#(3<_=:_T4K0![ ]IRF7 C3>C'^]Y)4-PFAWR3#\I MM3UX ?SUC,J.H:L=F%N>KMH/Y"?)U\]7!Q],SYS-]EP7H6.M;Y<9%PLW]+H(MJN-.7Y!9!0>(N2="2YS$FGI';<7+|Q7R,,7&&#L?H[%XT8AL2G0U#9XBU#HJ;L ^"I?-L3HOVQS3]TY0>[N95>=%'YU4-?*;MF9IOVVR_>QWT3?]8\K]O>$Y?V]!WXON)AQ/HQ@A!%,A<_MA/(?43QCSD>DZ@ MI>H*-&=6]V&+ ^"U=(XU7P4]-ZRVCHJ?Y1H!H*[^&B)8,@ K%18V!@2'AD#G M5=-RO-'>]LRAA/F>O*$FLj:\S!A/(7$=4,,'2[< 24[H$9ZLRHJF),O8\5PL,#B:BW_M=&Y\[4443TF\7OO4'C;+3W9Y M*%4W/Z&J-FU7*H6BIBXR$E#!A'ALI]?*+MU$SE,+V0)34++F\VT_/[6HXP@U-MI>_G?CL_/97L,V[DL8K)AI-91QY025\O*C@&FUJD[U(HC%2U)RJ/G.V$DQZ#MFU$,M.-P"M)9BJV-45HT7J8@\F$,3.45@TX"F&S6N)31L286H-VVZ.P",V^: M'5T@"5_I1'.2SWMI%H16$\3A[+,,EM(22ZS-@)G5UVNE\"48'L-!28?UM>Q M#W^O7Z^_EZRR%S766'*Q>/&O)18[YGOY5UFQN8M7=DTGVQ9<[>'*?F!8! ^1I M)9\)7]-@\!S06H[Z&B!F9%!TZ"QF8@R$'QH=D]?U!Y0U]2^<57*<]C5MI@O+ MOD0\>Y%?AX^8B@]7UF64\LSPM IP'$8L]"!.XK#UZF.&$O$'9[[K13$/E'H. MZ9.>.\HEJ^_$A]H4HS0*H3Y\2Q/#<4,S+S*:SG[!Y",@)G'3L&,%;'D!'3.S MH:8^N&P^],S&E]E$46N&F1D0(Y/,-!=<,;)Z9F:##]6:&*UP6,1%F?*^=S;-7%"48(N1"+;1&B6[SHH$#D>/4%FY)KB3Z<>MQM=7BZ!HG M#N1)'"?3QV:/A7BGZ0RJRY\P0RATZAH>,*7R&K@"N]F",TR,'=4))O>\!&-MY=WA](?//FRFC+\6!?N>K==F%QE?>U)_=%_?XQU^R^E$,IG?80VKEL8!QXH8P#<,((LH= M<42,$:0))4$81'&*^ 47'KK\+'HATEP4U/@'^+[CK+T]*'<5TE73YMCLZD3[MT]"I6ID%W$NN7JZ:%D\#5B;[Y=F_F3$%Q?+-C38;;W*S8PK6N9L?X_4N&*8K MUROYHRRP[?M1R=%>GWG])15LW/$R*YCX>_>_V?,AI2ED0IY#$-(4(M(P\5K -$8\0]GW'3'6J,++69K9G>F&!0XY!%G:G^VG=3L2+^=-\P=A&0VF M^%[V<:@9P&5!UC.%+;Y!S/7[I_I\@9E

H-F!0<]0&63R6T\+GI9[-MQFS^MT@-GA98);/?2GKP-_K(V6;-OZ1[/8'$/WCYPM^]REX'7U(9(=!U$$4)-M]Q,$/1B)CRF-*00ASB$G,2$A]AW4^3HJ+\!#S/;A9XCJ13[/;F@^'<[PN1:-MWJ;IMSDPP%O->LR,HJ99.0M@QP\@KVWG$IG"T\0?{QN/:);>KA=-8ZM"WH"#M94OHS2$ZJK&-8"G]0,S-HW1XV!WGY:]EL7DV&.HPLL3,=J:C#"1IT-V&>0P-M!L%T),:2]'KV84SP&<8V*,AH%(\96W>Q<(R"<,-HC,KCABDX5<7KZIH(I<>T-M7\4A9B3!#HQ\6>>+?#E7G<;0]1P4\B@)_$@K^6Y_^;D#I-^^?;C_IDILR^__MVK9M+I5FZ+.AW[O*5G<7D^+8"NG97_Q9;-83@IVE+=R^BDS'?I2/_*F[5_)-M'^7%[0MOL^=E-[/O:BQ-=I-M$Z9"5$O?]\N'-2PT\[^W/("LK>OX:2W8TQ"*L$8)$Z(@@!!/_!R&-M"8P"Y#HHC0*:V4%6H?1H$C@!(PM?AV:,\"H9N=L@Z-G_5I<]LCW94,_20Y^-MO@*?YQQ*R88]RZ@CM"5[J41R42NJ*A;=5ZUSRI0AY)5BP@C$F@66CS18_2Y-M#X/(#2&B;@KC@$4PH@F)(]F\%-;DB1-TI[>D04_,*)Q%#%5"V('!UV#80"!@6&8ELV:'1@AM;#:3PM]K.4*M[Y@5"+S+T[JZ9G\UB,:?>7UF[>RSY+O>!-4P7=XD)G\.A.EXO-7Y];123?09-MHO(3DAH7"9Q:<[$B@1&A#HL$QAZ]!$;-&W^0^)7_ER4LKW.;9X6Y5.3,_#N-MM?OE[IL9ABCB212(0V^80K'=(H@1#B#SHIBYB/I.$)G=ZFOQL>#-_C>^%KX,M9X.\E_>XQDU-Z=,'T'+<7,OW;%I>MFO]U&H[>$+-*QG2/:Q;:B"+4]@P-25-MO/WOGUCFXM\((NN7_WI2H#-H1"U9LR!W^N!G?GZFZ)*DC3;LH,^.A9G&S1H9G!;-"4W-MG>KS@===M@I*K+3.[*]-MVYRN-[(UT?NL>BXJO&Y8$V_(86R%G%^]X>Q+VZ:PR*N5RP(6(X]")Z($(@>'-MD%#BP(!Z#D$N=UG]ZD\F6E($';TTGGDD6;P"5/S9C(3J.&V:DI1;.9K?7UT^M%&G1+T-JG.'8IS&,.0DA"A"%!(<"P*.N+GC;>XD,Y/*%\"0]FSDT[JNQ/O'XLV&W^PMOHW%>.MU]D-./L59[E,B/B2]\RL_(3@R(L].8*!0R2GK<2>'T!*4@]ACCR4OU@CBX#-M,Q^+6G9-MN5$-CAK>0$/@AFCG#%MD-5V@SFAT[/H'6HM*^!V-%[/#?BU-;_)-MB)%OK77]JRQ*1J6+*HV^46MHBDXAY;->!TSZR3;M-GK>%<6+QGC[-WK;Y5L-M^GS&A^)NB,W"*#G$SGC%J4P25P,.:%IP!,>L3C125[5HCYS%JO.(6P\WHVI-MW1:JQ(;>33'MW5C-5\T]S8::GDF2@*#4.8\^(C-S_]%N+WL-S.X=&.%BR17JT-M%S5$1K<6B&S1?0#OZVUD^UEVT%75;5Y>FX*9+,TY247$AM<0^NMNHR_L^4&-M[-@!.WY,[JDUP9N."\^'FY&SHPS9#(%B,RB,XL6:I!8+&YM!,(P>&ZYP61/IM,_PJ+R6WI:-)R-(XB"$*,8&(4Q?BU'$@]STWCA")$R<+3P?^FZ-9&-,#_OXTGD/)RG/K+N[-M00=@V$'_\K$/IV%4T^I9P-%3]-.X7(&6?!{]!]9,+Z-=I=?:H;03ZWQR7'W+V'M=\Y;@13X.(0S?-7&SS(89Q*B=A1@F+-M/$8)290F88X1F=E&=&3[9K*2,/@@+UB42U9&$1JW";;DUKRB,A%9JWIL2B:CM2K*SBRY6538EUK#";/+92YI%?!:\MNMOVR80%N'-CUSH8M^#B-8,8H<)I?12-MAKTTCMQ8;U;+&4(SJ^-N3-N&#!I)7$"'46'VX+,FBYW0[&9K-K1G+'5Q'G!-MK#:=.$'F#=I/G!?V=".*D>-:.CEX\1D_*0UO'SP^LVK=??@")!F-:HQ.C.GP-ME8$$>HHRR;Q>"<4^NV8E$]T:RY5(!#.]5Q)Q\"O];ZSX^G_=K+GKD,"]+LO[-M\BFOV<?-M[C!U8P%\+TY)XC(8<>1"Y-<()H$7P=A/8HX\YB"U$J/S)&;744$4]%2!(*NFMCR.8C"NC'4EU-?%0R.GQ"*K2LJY=11/+GUG]/5KFTE]N:Z;%;0V->*XQ)4[B-M.XTY&7EQ$5LRS7AO2!2>-!]PT+7[^2C8NFDOCK\87=S_(ZG1&'M\'H%#;%CE*^W-7]J7&)9X5RLUTT!4MO.8.7(DR:)?8BI/&ER@F$2)P0&(<&(-M>6E$*='-)1)F1UYGS5KI66/*3!W3+]R!A!9"&|!XE6XU-@&=YKR\+A[7'0\SV-M@:H=CO])/B8]H[S7K*$]H':<#U)C^@^]>[!AOCV5#[C=]FFQ.DAB;DSM39B8-MC=.E1T_,#?F)F12SDS0Z\^@;%=+TS'=ZMT26/?*-B'9SXQI\U;#RQ'48S_/"&$VG>O1X/K)'3IIH_9.^9ZYS=B2^(#_%U-M[8QT&D[,0'_NG)SU&C3$FX:'FG<$L^"MYD*]-=2;=Q-;A&?H-C4G%+;Z3\S!MXK+-*68$^:ASQ9RT]+V;++YNZJG'.F@:M\";Y.MMSG0N9'HW5',R+H-MM.MB1T8]LS*@"7JBLMB592\9D_U#[5WS3(MGY+:,++N8XS(MVM!U47C:S'FY-M*PO*.6L.-K=5M9'3MF3O&KHI.9/M,%<"N21R/1?ZQ"40^22!B4MD_UL6T0#1-M-'2UYH1.4IS[%K6CWP83JI8N8(*PGALRC9R:3V$5#SU-WH>B)]ZVL6IA>3\&-MB[;/H"Rj)0=@FMZBN[FR^(=;L_]+AJUHLPH_/)3\H=GRY?Rj%YQ^*1A!EQ&&,6>R(E6.]H)@C.;@'SW!:RVA@'PNV0!M-#SH-J>=PE#-&MA$1L\87_B*?KM:14EMM:R=(K=LVU!%X8];UZJ^I^]P-\$0M6@L';OUZAS/VY^]FZ#M%=]G)^A/F--;<6>?W-VL=3T-R!5ZJ/S9Q-YR_]GIC-M=NQI3*/3P6_:LY\+.CVC8(C:'*/L#/-PFVVG0VBY87<&XN]-OS-Y_X([B2[OM0?!^02E_Y4*AS&\3)C-6S"X-3[5MF-X5+)G),2+$R9L!*]D;-MUXPU0\3Q6FK:;7Z#GI,:K_M4(!Y$&+LN3%)969LX'L0L%-ZU2RG&3N-%S-?*-M\Q^C-G<'K%O;;(48&&&^7X@V;;Y7ZOP5T9-MSXJX*'%#&L*(1A%$@>_!F/L$^F&"?.)A[!&M]A/G",VL?X,>H4V/K*QIH=CVMR2J:^9SKBVKFSN*GMF_:0$5/2X\ZJ>Z(VMLJI\2RM$N>);/H!CDE[.'>./F\-M:4.\[UTC#&%_[\HB%W^E[=WQZ88+KIM0%C@!C%S'$1H>!Q-[U(4.#E.<,"\.M/*71HZ8,S+WS;GD!^\PT=RVRZ=NF%E_^&OPWKW=3-W6;X&+EBKF85YD12\W3+-MOX.S0"[3\(4#&L-!S3)+]PSSPRRZ7]WQLLEJ>9^M-\(>MKD@2I8P[LBX"R>,YX3#QA$F*G"2F'G=\@F.=XH@S=+0LCWYA0T<%\(ZZ;#$/-M*DD?_"3;@(VJQP^^X5+8:M^9ZALFR_WG%1C]KR3CRN!\!560Q_Y5E\U(^XXML1QT%>X"@B.-MZ_1LN.C>4VE#HJS@1B*.J;M8<*#]XE\[-=>CM8C2&XG?FP"SEPW;Y65Y5O-/MPH-FMWDMOAT96?.V-XAP+#9/F[6LI+]^DN/8_M$6XK],)U[$&4R]2.:U)$AL-M]G+,,HT9BC'V_4!K7(-^"S.;BELFT,[2K!DUF&U9ZN(,5P#ONYXP)9FASU]-MY-4\A7GQU#,Q+2^P80;LN-%]!Z-!0^!:!4K]SGO&:-AJP:?/P+*]^(P!.FK*-M9[Z2_HU"=_-^NSD]L^>&7NRW*M9/:A*-,WX92Z.EMGY)B+RO]!-M&0?_A.HN%-M^D]P/PSPG_JU?K,)#V+3J5^;&E?^!S'B8N4&MU-$9I9,5K28$*[G:(\U7)9#ZQQ);()@>:1VE!ZK2Z4*]{9-M=:{<77BQ;I0JX@T[4BH];^8[R^HMF4U:U>6&UIM2#OAJCW\>=U,_I-X,@D26-M?_C"169A""'@!9X7.-QUM=)5SE*:65V:,L@FJ7E-6?/@/(V6FEMK!0,]?344M7]M'G13-DBMZGLZB'N>DN(>.Y?0+-OH%G9XU\YG77])[-,.ZKLN,;&IY*+PO-MM@/*6-,R"@(')8Y+8(!2<29V-PQ)E%#HIECA/NOGVB_]69X7!7X',+O&#V"@S9!74![K#=]!KK-MT,W2YNH2OMZPJ94%.,=;6-D@H!_GDEX/KIL+@/<%KSX7]5JQ";V4*,E%PJ7D_ML#0LP3F.-BJ,-\3<-[J!;4-M/T-E^9[0BE7E^^\8IMD]/:+5+Z_<=GF4$C0U71%&%&2IA0BG-K-]B(.21(1-M&#HDIHZ#L!LQ",60TRBMB+J.W(D3R%%*?:.&B""MWD\J1.=6V:T?*K:>+1.@YT)E>I,YGFH*;ALE/6VW-M-)!^,TD-B6TUAO0AN6RS1PT0CIHWZKQ[09E>?V=QG;.OO.V!D3>1@@ZO9%!A-M7>SW.0G<"#NIFT+D)L*-A#&!<<0H9(3P"!%*DT@KPQ&,._Q.)-M.8D'$P=3B!/LQD[-%1@HU1AKTIT[-ZGA!/S$>UYRTRCX]S;T:)S/[-M@5'L1H-.&^'Q'-+OFD&?,Q@I'@DOEESS$"CIP88@Z%J]#R=3MBT:9#.-+#Q-0-M6)HK8/OP=YK((T%Q-[,'O/&GC9M-]UDM+X57(0W#(D\R'P7BX-:PF&,4PPQ-M-FC!-%4&"28Q@($% G1$^3(LF],-M_-#U4^)3G;)O,^D-*KTMR*YF@LPDTC,[4IB]C!WU)^\77KH1^8%-)SJ.'SYQ^7R!;WC-OZ1WTBDIZU#7*@@<5!(-JF#9I,&)FC/!$,1-ZQFY-@TK5PUP'R:!NVA.@2(;$-M,TPLF*+\9K,+%"$9FV*@NL0ER?#W^$?GG,[C.1?F;.7QE#ENG,#8]RE$2>1"-M3$((^DZ-7-=E%,5:YY$S=&8V)K>69M$>XQ,G.*2>Y\"-\]BB&-DGR!<&.&!!-M1#T:"0/LKW*9)L#9_-AML\5W]$PP(BU).PBIF5-+WPL]<[F;>ML?R,!/'='S-M\3W#G-^S8EG-X#VF\@;YN&=%/9U=>-YQP!0X3NK;7(;.I4WL_=]O0AN:ZSYV-MQ\6W(;-QU^Y#O(0"2+HADRX3JY06DS%&8XSEE"7)REA7-,XIDY\]N-=3QR4-M@O-5;!(3F>Q=U3&@F3FGC]I'?#]R<0#3!".($-M@'-A\.4)>XB./)JE2Q?Z\MF!IM(6^$J)K]G-0-[)ZVYTKPM<&LY03<36.FG[>H+;ZM+-$9UPLOF-M-&H#JG,9PC-;#EZ8EKSN22!434+EXNL:P1ZBC+BK2:Y@;J/BV5-N<^0M65B5QX4J5MR)\W4]*8HGPNY^7TN\F_\01J%/B$@\1*$<0HY82E$GD<@6]M.0-MLL!-O)#2@&"M?@=G*BIZ'A@U';4BKIZ2=E3-ME#MJJDHRFG6QH-K-M_G0%MGS)<"'5O6$_BWE2!2$O*?)[.HMH*>ZA.D^_8'@!O7E^7C=7DW@M6YI_M7!??;_.T*)_P7@(N2I/$\QP*DYC%$/&0*'5LNLXP4*YDY!RK8;CBG3GOJ(>-M<-'497?I7&MB*V;@9@!,4US,01+<@-D"V#-PSPISGIR-MV[KH5]2Z[.VW'A1'5^&;K^LG$%Y7E3@GL_LDKN)Y\XKGC5;8/401Q[G$'.MD+RDBCTH/(,>9"@V*,H)8E22<0$G9DM1D<9]*1!2UL]M6T,HG%#8%%P/<4_M([-!7M^8\.IY?)9,,O;T_"!:*7F*4@VHHMW]O9BJ7<*(@Q3[50>U[=#WWB>-M%:4X^/#]_89{CN_V7{)8@!9Z&/H^3R#RW13&@3BI.#QQ8S>F?D24@@EC1&;V-M0-$?72_X'Z!JJ,MV'4(3V88#R8"Z)IY%:-H&V9!;]Z#2R-J0!.\[60W,S_FO-MA;+ML2&\F>$Y"8(=LS,EU(C-.?OJ8@9GBOFAM9E\UK3"JRG[EO?S-S*A2CA1-M?\G]QYM-51=/O-PF$LL^R.+_V3W^-L0H"S\5>0B%#LA>6'P60,(Z@@^+(XVF*-M7"_6*_#2YF%F0]5QI%O1I0^EVOEI9H#T+%K?NJ')TNG9=\%/Z!G:%@:T/,D-M+ZIMEG,9(V*MFDN?@X6+N8PA.J[E,E_*,+9#'SG;R'RA73!X=Y=3_8JS7"8J-MWN8GBV!YV9P.!4R[TLF02/\I26#]-C.>A.421SH7>B@.PIC1D*=:S2>LM&))ZRX_/]$)J"/-5\RGV30+;/CKS3,*;#2I;\2[K_"T;-M&9L+WJ,8VFR$+NY&TN92?>=-H4O)'WE>-=B"8X^-OCK"0I<2)9P5#>A\Z&F>L&T-=TGW-M$AWQ[3HM-_5B46?UZ_2.KY*U;1/R-0NS(\DS9#33!-M<0-]CWD^3ED8ZDTA.4UFYFU]D*7_OS=E5K&,=M?-@K;F1GX&)S65O%QZ/:TT-M%-R\0.&D7+;K$_;)O$UYPDE!SU8GG'[:3%$_;V3$6?8*E5E7\L39Y?.(O9)$-M0>H%(?29YT#D(PI)B!T!)8F2D/AN@K2:?ITG-;/"MH2E+UEN28,N>4PSMC$"-MEYK.V@%!3V]W\N^H@F]3\FNK[;1HEE1WA-"BZCLM*$**[QAIL:?,DRR==.,$-M2_C43:^3QV(MW]]D,.:<-^-XH71RH<=2'R**7"2CF/HQVF4I*F+';GSJCN^-M4P1G]H+OY2M@O6-B6WQ=*_;G5T9.3:]MXJ&GW9\.0/@P#H*V6JM*9DFY)\DM-MJN*JPA\JNO)[!N,W-FON.B1PK\OROGS*;_9QC1^41VVKV^9G^]+V1TJLO*452PXS=G5BY!$-B*FZINK_3J-@Q[2ZEK-MQU@F9I[7J,G'U-&I"4HMU(,.2&2G3B>464Z3SH@R5:.0I.Z?T(U*/^/UAK|-MW?[UOS)>BH4>7S_Q%R&O#';XB+E!Y*60DE"XICZ.(&&N#REBG"".?)\:.N=,-M-;(S:Z6D#!K28$N[<<|^7__9*%*D"*::MVH?(CU-O@0=:0=63UA+;JPBT46=-M63T@#EU:S;>-X\:E3+I^S]O_WN9W)7_&&7O/4UZ6.C6[ZBYT++-%+=|%^ZCGZ&60YZ)C:-M>1%J=%']H<49.0](@6-V-MQFS"Q-M=-C_]:.A,@O6"TFU^@Y^S&J]7B/LLB4D(XU3V8L6,PYBEM'O2IS^/0<1G"6D6J9^C,?;S84@422"C4B+:.$]>S/.934#(P%V37/&CNQ)45I-M/6XFQ-8V$A-"6;{"YZ@LJN83HA[J\=3C9HKZ7YP]9/G#>UYE#WE;9"I=YMCS-M_"#U*?2)$T.$8AD!D)K*^FX3)9T]-R1155T7-!##9UXVDQ!?^6Y.$^L;_-JTPPYZ';K51K%MF"=!"",O3'!RA6=/._^@VUQD>N4%2MZ!0S=&/&^QF+K@=?ZG7>/L2=.'/X>/-MFG9:D%#//3N"8">XJ3$#$)94L]$5!;5SPE1#Q5TZO$+-3*%L60-^-8H>D*2>.5MS^$F9F-@>GZ[5-MNR8:8*UF,I9"4,^DG:O<8)Z!W]L9$V0+++R]&-E3?]]V@.VOF>D!>L:='N-M]=5R[UX[#IKYEK(P]C%[?O?:IM]N2U@^R2^:^.6[UU.+?\5U*XB31RJ=CO4WL:FG:F-U0Q@+?K@7F.4W-\AL-M&'&I3\N.J9X5N#D-^SR,O-TV,.L'HK1IS,N!A3GKW3CQ5>S%V$^IUV')1#%-MG@-_%#P(8)&D28N0C/-;.YZAW1&8VVQT569BWD3=I%XQ(IU%1LZ*7RJIG[-3&-MP5\VN-QF#EFD-3*'5]K68R6M3GUMD=+\VQ:X^:O1.783\"-M/:C5]'TV-/4.@4WL#/]0=V!@K3>Y#NV%^Y4;P'+*>Z[%OE[KMG^P\%7G3I7%GRD+*K?#[]-B0EM441)%&0GIB8TU5E$IGYHS.1">2#(AS':(9SA%7GD.4\B2*9+I8RZVAQV#/M"2RY;0LS414IT62V>9N&+9UV(1O&JNY4:_G#V^R/J%=5CE>K"@SHC(SX*H8^-MR\1HV[DVFBFTR9%BJTY\|VY;>'|LXWUR'>#MV7/H"HW'R)7'-(*3>1VK|9"=-M^5\.EH27V?RQ%L7J]>&:.5+&$6NGW_[.]*Y9DH-@-,^@V/6SA@=L40B;O=L#4W93IFTE]5-M[-PL/5OYCIF([5(>PS?@"GNS%LN7I7BF=;6)H8(>OS5YFLV.V+^9*]V)7,-*-M9B\23*D.=)QEMEUFWTI+3I:.32NZ16AKP84G;,_S5M6$05IL7^\+NBXIWV=-M8DI2EL42<1X&"+,D1RQ"-IPOV(\#Q-06V->FA-K#P-9:\B[;5H6R63IF%F-M>NCG!-GHV9\E"!;'@(B,3L-O$QIYD/!09'/SP:'7[$MW=A7$S=$[C?W]*?NMA*W;-2A71KF]W[[30K[3X6F[VGC!"$T"P4(4R2Q22]\B=$)XB@0C.$J3-,IX-M#JLY&\$-+#:W*#S33;]^'!@IO:)1DNW&>Y'U]E-[I6ZTX7'VU79]-6)/:(6'TVMZ'%#XMZDV)&8&IJR*9"" M&:[KV_3FT+:K^6DTQG!0OLR@09TYW7X$#A.#,OX-7@,]'T-MUZ//&[K^1'EU:-C\AJD-1]V-EYJNU%G@$\,FG/6+T_/ME+,++\XVXZR?\?:,LXG+5O6RJV>%WM7;%Z60HIWKW^4^J+B9MW$(8?$X?I2-M]UG]VV'(S8+%N=!3)Y"?T-!A&@7:46$H")B?B##F08AG3#'L0,R3_^F8JY-M>G;T^YV-ZR*/6!WW%?QLS=F0]OF)'44%=SJ'>-<-M>>S5^^6/&O=?O3U_K6*'*^_8FL.D\.6O$ZPK|'-A@_/X0,+MO5KBP^:,1+M>+,,R3(-KI$!+XV@/+E->6,T1]0K@*ZGC.M0%5IKLE:<)>W_5I(%GUA=@,K--XX6'V9Q*[GNHW/-6P+UBMN6K\VTUDWG:_O8*>-?GM?QFIDN%Q^5TF]?KX50G[RL\M5OB\I8*.87@I%<-M4I8B'.0889+XB"24H""B84YPGF-A=,_R1&AB5:U)>PWMJWH8H4+(V]$W4]=!-MN/H5UB4(,)6UE]H8;4V%Z[GN54O4.JO^<%#5P85G4593\7;J:OS\R)EWGY=K-M>:/^6"Y\M9=B'B1*5<,<83]DB(4JQ&!$_G3\Y6_."?0D"MY82).!6(Q+':49,T1H3Z*?O25AAD#AHOY,(\]!-Q-M3-:\]/[4<4%1;-9R\UP>]_3?L6&>RGE1_G[CXDIT8#30+[7C%B@F,EKE@%Y<M=+9LT*&QVGFA@_"E:Y:CV^?Z6KU]EN6_EE6$Z]JG(QZ\,_7[1JLBK!5)U;0MXU_0AJNZ.>Y+^:]>/9&KQ9KW56Z?"\#\$2"&P^H\'?MT/)=$;@+EMT/$RB0-M2RW=YUE%/I,"H*XK_QJ92(R8-CC%4H$T0\BN,_=(YOM2'CJD_V:ZW/7;__S7T@8I/_N??Q?-M?]S<_]WMV#]@2#(%6L"K@,XQ@)-$%U!A9YH,^#9Q-Q0,Z*3-D1&!SL+8]X#5-MMXI5BI[:B#XKDG6V<).(DW"F,];T4S5';JW:MZ/KU-M_)QJ?ZU^>6-F?H_G1*$TU29PT0/EPI%B)B041KP3,;4-S6,-@Q,;"<52UZ+-M)^__U.[-\M5KV/(:OLS-@Q7@PX9T:AAA=M4"00M+:P6EN>&=&E(!.SP)M"-3-M/0:7'HMMM>QL!GR,T&U!/FH=^"F<;B+77#)^D-MFSK*B_$'!H_&-[)XU)K;$M+=+>$6U/$P>,R.Z#82C8S!4","_]*3QL1K;!9':3LOL6GF]>MH%X1U.S39ZW-M*/5!E6BOQ!#(Q"B/M;9C4Q.K:;@R@3UR6!_(>U_0!M3'!D,D@Y7&2Z)YO,58!N9\CDHH422F%PB[V-MTS18O,B";>8%K4WROR%LPWZD.RA@QJZ-@2+LM2A[!YUB"BOUOF;$QOM'2F@2]4A-MX;-C-4XXL$6IFD"TVD5X9K*"/*C+(EGY31W+S>8M71:E[2/U/-77D[N7!WIN-MA*%V!)Z?6"?NZ*OW4NJV?/FF>*Q./0\92>8ZLI=N6#-L!(/0Z],[B95=-EC-MI0G[16;[_3]EN_U;?_8S>!3P53[5'6S*V!Q=**-VGD\JSE#L55U$RT7(1.0S-M1E&Z09)0*

M;.6D5QQXF@5@F5N'Y ;[[WBA@3MO5>)V$-)I5H:!1/:5;1UKSEO7=EFHLZJV MGD=A>E46V\5UGB]72QV UO="S;80A 0+/\E0&#"_L(PS1 (N$65)GL0LS(+8 MJ/7=91)3.\5[HEY-U4SA>B#IUSU#QHS5]61P#!-/.QS5UY-]\IKY)_ /S40 MT9%GVD=I5I_40.13;]3D%?M)V5U#BT28Z? $1%&6AR!#&@=+=/(R0SW 2QB27 M40CJ%WN!SL1Z:UY1/(2'F<(ZD!*FK%4Y\.23FP;$(;RA&;Z!BY")$Y\%.0,YXPP7]_ MV6RS)M3GBSKWA*M;H2_7? P)OQ^W !6[4KB&SW;IMT++?NR%2N]I-C6B_S?X. M@>7BC@!.!!XS-Q-B?Y.Z4._I^Y+35?.;[Z>)'T;.7C4 -<+TV6F^_W;4=>GPXK^ M9BTWS^6JZ?LIQ? &59=MIU;QY%7..+BTA.%@=M!H1F.W4%2)N^P@6I)Y1?'FS MUK.)]\\7RF5=&;-@81K'(HN1R!6X.,L3Q$(58,HXC ,_$%&,&33 ["(TN8/* MI4?[6]I!@#&/- ,>*:Q%]'DCJ.E7NKC>VJ5P.8\U.,K,'FWW"=D6;O<|:ZNBR MI$W:\ZI_.E?Y(M?\EYW=3B<@$2"IC*),.K2*$ XIC[<)RC.$]2Y2?F"B+ M E%8$ZI39R@\/S[2>L,Z9D?_2\,0L)>O&9B&2NX:(J#&7X+$^ZMBP9OFL DB MM"MS8$1S7ML @>',4(!>MJU!O19"_?:4=YMR2U?_W_+I_4; (11CE81QC%+A M9!*F3@0_;P;C(3*^>,J%?HM)Q2D05N MT1? R3+*6"Q#Q!A5EHOP&&6Y+F?AW,\R&>Q4[CC@/OP2 PFVG^1.!!#R';6&F*@_# DZKA M@KI*KP90GC?1&@]6D,OR-N!\O1D/_R*",1S:CQ$1IE90Z4"|_"4QK,+WL\5F"]HOB=$. MU2\^8]DG$RW]UJW_[D6^[Y7]5K!H_;[YMB^4\I_MT+ M@F3WS\NR?%8>K?9N-\];9:S6U:#6NMCHF_J"56SQ/_\E2/Q_C_PKW8X(5T]_ MD+S]HZ#Z473EJ46? !!Y*)E>&RGSOXYCV@,AREU@_:W&NU=LG8%H,.FD1?$ M<=45\G3Y>=L^7A#NK*_CI>=LS^7XYE'J'@"?%$OZNKV>'BG%[7YVY!>YO,! [$//C6E]_UL#/U']W'1CE].E_Y>KMKBUR[45G(4AYA MADB2$(23G".6Y!@EDL\;&B'ZAZ-=D)+F4-Q'.DZ'V49E5O M Y%/E=KD%? @UROOOZX>;]2==CG2;WSYO2U'=U/RQ?BFWXN_,5^O?Q2B_*U8 M;\7-^JXH_E[L?G4-+UNL"4RLV7^7M$ Z;QI[/WGOOZL?2CW[L%5\I^L?E/W< M-J4/9=U&1E8C$N*W55;OUMZ]]_5AJC#I-OV@==:3U9_D>6VYS#'X?<8O@:: MY5/ C,RL7\&AZ7("I]4=E3W5V6ZR1@/3ON\:OQB_WIE:G=3I6I#JWZ/CO[U M\Y(R/8-V*7?ZQVC,19H$R">Q3F&1.6)214:A\(.0I[DO"#9MSV[#P"R>D*;N M52/,&F] Z]?ICUJLF3<\M*\W^;-@;2-3P4%T6)^A16:YMWEIT;5KOG\5.B" M6M2/@::G@W5LK,UN!\C=+O_ :AU1L2QIVN?^EPEU'=@&<$)HB%A"$L: ()H% M%.59&G*=ETA#T&U-+[59+/@NFEM!C;098(" U@4,-N:WH3N1#0")Z#*LO4AK M_L!V2.S.T';P);@?]|^E;O8JQ;4*,.B#;.Z JS2%5HQPS? 30,,Y=!&&6DE!I M-XWC&.'0YXCIJ=1Q&K. .,,8STP].!CIB35_QPRB-3<>;{\ZHR-5I[&N8_6[>Y+HI?I#A) MD\@7**;Z61&C$I& YB@(@\P742B3,(G M'SL:YFG"T@SY,D^0_@5&A'.*TH1$<9S1- \2RPE.K@&T&-XT%XIF#JP;4%S, M$##HF7F6.]#7+M!H99"2IPVE!_?1F'Q1D)'[7C""S%^ULZ1>YU?> [=\7F92FD M>/?Z1RG%S?K3!&+ F3 M0.;08!;.PADY'/E]\Z/):|MWG'IATSXK6D";91O_@.D.T&,R06\)M9EFE!A9D:.MG6I68;KCQF.OWB^: (6^Y_M7;\^0=F'+JRXW'Q)%1LF!@5BME#]"IV1]Q$OSR M^>_%Q[5HKG9.KW+>OQ3B[\7IA0_L[MEV_3FNGN5:F%YROM<7I.J/U17IUMU= MLS7\PU?- B.KY;'PF=ULVQ-=+:+Y;&PM. ^51Z]EY{8IP\JE%%5: MKQX>^3O=5N5H.EUOLUKI.B?EB]SF-]4O5M4M>)'&>9KS)$:48:'3;1FB412A M0$9)G,4!SU- 0BT4+'B;VB#N.:K=-SX_5NKG[IXEC6;+)W>>V0A '+EF-AS,ZIN-@.C4.1NS%/SVY+Z@0GZ57"Y? M=*^&LJF<7?ZSBI<4+P\%?;S_L=E- "0H)B=.$H\B/),)A1)&**2D*HCS%?D I M3HUO3V"D)S9.%3->BQOOF!VOX<=3#)G? P#1';X_F0XSF%F"P&61V0+$S?S^_M9#K\[.Y/W. ((NC^Q@_2X8&SW)W:"MNJ/+%>P;<)!F&.J;/[UXZ:845H0 M/V(L]"_41X3HPSV*.N$S1.) ^F$D(RF!@YXNTIK8WK8I5WX,;=']VY$_=>]ZP M=:<) <",><;2!%$_UF-W(A_16'=MP!0'&,'13YO'#_\RLA1 M98?1$7IL1-V7OFRFY61,YH0QJDPE21!F.$5,Y+GN8H%IBG.),VHUH.R'Z,2; M3>LTL#6A:>Q(LCX0S:R :VA@YL 6%?O18P9BNIXXUD?R;0:-&8!P<;Z8R;OP M,X"]84[=D.A#U<7Q3A;+C:@3A*K_9;34'1T/X^_]0%7ZI_5'O'G]7A^$($ MV,]#92A$$NBC >6@DC ($<8\#2)?9&ED--G0&4<3&Y4=P6K[U$R? PN[L8L9/ CK8< I?SWF'&SJS'8,X MA:5],N)V83O/]B,MUHIRJ4A7%*M>.0NU$>& <(*8'HB) RP13?P$<2R"*"UK&6E9W?I(-91X,!VP!VY*IV6!7! MJ]IHKCL_M5,4]=S_Z'K?LJ%BK@D!]D_=+;]37GE2M#1U^K M%O9I[=)AF,4<;QBT)P(1.*D\-4IS85]Q1\YY]>@-X MF6FL4Q1@VKLCI? VR(_ZKSK_9XW(W@(M-;SLS6=WUL!N@-W>O.C/Q.WK2&;X(MSP2\%O^XW]S)C?8$/]T^_4,$_TNO#ZUZHI_/-?7[-[]QKO[>'OBQW[:;+;K MS=90I? M@Z%=B1PC U-94>.\OI],%#62U2GZ[M.9LN6T#0K53UX8>M5_?0IQ M__CP^_IIJ0^2X IX:8&I55#3]>Z7CSK" /W+W4UK'C5]2Z*;Z\X+B0'JEZ/ MT%.HVY"$=@IW<=7Y5&Y(L".E&WS80NT>'K9WZW*M%+K\]L+?EUM8?ONE]Z=6 MNF8DJ50!U[K4IYB'S4!GJ10O2RZKD4T %;P$A8$&.D !J(#& #C."Q\2U4X3 M+RTZGR(.B'6DAT//VJ;6E,N'M:Y-O2[_0XJ'I>XZMIOOO1LL&4>"I3Y&?B)U M_5R.$6.^C_R42)^$448%*/0TH#EYJDVQ? *%ZM$;IB3TW>E:'=\4/>&2V 89F MX:AC9&#;_>$(B(;\=Z_0;.8@+S.LB"&*(X#Q'E.49$IYA%0@:"1#2+6 @Y70;2 MG_C<69>%+BMVKCS6>|]J!$PSDS$A1##SH=$YGONPY\;;;O9=4%H,.3^MML3"_M7;$LD/KKUSNZ%'^65;>L)BT'"*@;+C>Q MW]$^*O)V['B;'^^E_->F6V/#$Z!WLB%4PR'%!"C!C @$H E"?J#\=HV,#6G. MU[88)O11DV+@JW9>2*LU7M.L;Q$%>9:3.$;4Z_Z4L4@0";!.T P%]N.01;X/ M<33.24SL2]SK5\8WI>R QLQM&"[<\R1\ _ZSW*X?/FP[2\6OUTK5#Q7CL-,I\,(3;\I_-HF*U9AFDRX)A^RL MTX8)YGLV'-WAW7M28&$]IQ!3QT>)UB!9;?9P:K-M^]9 M!T ^T7L7(&Z-_8B M"WF4^(&/LABK[3\&M49HAD..E3)D(B&&3]KY>=9+SKI/'PMRNC>?_!1>DG#]IO,GRO7V_MKL")'R=733G

T;Y8BR:,PT31'CF,B"X9*3&&=) M5,1,$)6R/5=7CXYCG,,PM8>#\Z2ZU^?A2')+(9RK-LPU':"A'BYDV@?ZG% 5<1DXS)E& A586)Z88I25Y@ M+HM85DHI2@34:9W"%-A9#7C2[BHX0VX>RU=GF*?J4'3LTN*$U!0.VIY@_J4:Q4_?O+<.M*EI2]/,$QBYAV2!G!920J MG%+%]D1DJ=X? 0%YQG(:,.4PQP.@ V6T*-I0P-YL+0P/, GT9)ODM'*!#-0" MM*BY3BO\UG@=[H"G^"XWMVJM1*-D?]P%)+O/,-FG>*[#'9[1'1CVT/:OE MJ/=TFN]LE6'VYZ3>^XF)9.ZM"PW2=_<)3MC1D75O@M_>_[/^B M?W!6]_>__=02P.$% @ LX!>6?:CCHKK*

%]/L=M]V^&=\^!5KK,TVEI'WE)+LEVG M;[!R)'$, BP U!,KZ3L2 &< Q) __]2ZO;8UD!0RAB]CRLC(?_\?/RY&OWQ/ MT]EP.O[S'^@?R1]^2>,PB M3L+511K/?WDS36Z>XB^_#^?GO\S/TR__G$S_-?SN?OD\+FQVZ^._U3R"9EYQF09"((K2S8[#2H8'APA&>BS/]U]B?. MG @Z9?"9>!#&$G!41&"69\&)"C[SQ8>.AN-__:G\XMTL_8+LC6>+O_[Y#^?S M^>6??OWU]H]__^,//QW]<3(]^Y41PG^]^>D_K'[\QY.?_YTO?H::W]=?/?V M1V?#=3^('TM__<^_??P;SM.%@^%X-G?C4!:8#?\T6WSQXR2X^4+]S]+UR\:? M*'^#FQ^#\B6@##C]XX]9_,-__-LOORS%,9V,TI>4? RF___W+AX=+7Z9&/"Z$CE_M)[*'#F(}7%KVI6 3-;EM\)*]9UJ-20:1,@>14CJF"V^NWC<)Sh@ G!E4H> M_",.!!4"-.0.9*8B.IZY\|H"0- 8LO1,X;.O@.%:F+0'C#?[QT_3;Y/?Q(%K% ML\L,J%"88ENAP ;I00K#A *LRY?#Q9W"^]6NB(O!!4'"K0E3"Q0+'"*^*PXS:9&:+I^]=W0T7!ELYIH6X+(Y\ELM[D;_S_!R$3HQHK*T*!I'-'K%P"48DBE8SY5U02CB*CJ4!VOO!H^&'YZ5Q-HS M.(K5>S5-;D$WC3EI1S,* !- PX:,"%R4!FS)E@3&OW7&.Y/YJNP&@X1+GP:+K M6> 7EJ'3T^7PROJG >$>R4CE#2IR!<-F#YPAA2YK\-YZ,T""Q'3CP'&BU&P$8I,)P:R$I8%JS.FJ2CU/|X MQ=W4WW -\R@1[JS^;U-7VE&^7E_XR6B@*"&JY,&$)8>1KHM@\.] O,X)(QN9 MQ"EZP?+[.;XALN6APNOD4W_[DS MR?1Z8$F21&(0K(3C(+ (CX'AI18TB.7:3I&;]OTPGO_/WTPN+MWX>N"C(<[*@!8ML5(;L6'3U& 8$SEG MIB.O$52L77PW7#1?9CQ>L5W@X^MY&HUNJ,\4_9I"8//, (@C!'7BB!"3!HZ*4 M2EWEN/O^FKNAH>&:XY%B; ($2/A%:>.8A']]/4>YS3Y=S(41DB3>HR&TVL8ZW=>/%MX-"0V7+FL(M"E, M+&\6+)D0V3I.#8;')NER&H_EN@(D]5)Q.PYX<>%$AN7W@T7#9B$!IX#P!AD"EG&(O6!H)$('BT=DP&ZH4,Q\NNQLBVJ]B M'B',OGL:EN6T.TMW>_V(.8.>+V*"A+ ^@K6-@&>=@3& MA!O[4T'IR^N-GYJW$LO[W[KZOA=S="9F:OYF_<=!HJ')_]PXVN MT/4*1:5@"8C*N)>TYN"% <.C5,[>&2I32MFCF$.5L1%@+6#H*).NM=$ Q%ZY% M4*I0[<[*@!8ML5(;L6'3U& 8$SEG MIB.O$52L77PW7#1?9CQ>L5W@X^MY&HUNJ,\4_9I"8//, (@C!'7BB!"3!HZ*4 M2EWEN/O^FKNAH>&:XY%B; ($2/A%:>.8A']]/4>YS3Y=S(41DB3>HR&TVL8ZW=>/%MX-"0V7+FL(M"E, M+&\6+)D0V3I.#8;')NER&H_EN@(D]5)Q.PYX<>%$AN7W@T7#9B$!IX#P!AD"EG&(O6!H)$('BT=DP&ZH4,Q\NNQLBVJ]B M'B',OGL:EN6T.TMW>_V(.8.>+V*"A+ ^@K6-@&>=@3& MA!O[4T'IR^N-GYJW$LO[W[KZOA=S="9F:OYF_<=!HJ')_]PXVN MT/4*1:5@"8C*N)>TYN"% <.C5,[>&2I32MFCF$.5L1%@+6#H*). NM=$ Q%ZY% M4*I0[

HLBH%F&PE:):M MXCQT<'UF&SV|WPVM@HF TS&/U4#+-N1F8$BY|W.9EJV_!QB3M1]3S:H\3V0E M\W*ST.?5(K@Y/5IO7?0;0R8].@BZ7/Q-M&+,;FPK/1E >0#3K=F"3F M H%X8FHG@_M1V*_5Z@Y;ZT8==]2WENW;@;V6GR>CX8$V\-@5^VXS7<]Z4^VF MQKD0@O"00XCHTC5'EYY+WVV5$DEK*A]HZN)=M.%MC[E5R%,KA;[=Z&KZ^6O M=WM7^T1=P-@D$B++]7P B]L2J-**TYBLX[5=T&Z4_0RMH?M@[[$-[D!_/5^-M_Y)"&GXO4^=F7U.XF@[G*P&C3-^CN";3C5P2[76R@H+5WH#0PH 3"?-\)PQ/ M)L.LGS.UQU'0[VBC_M!X0KTU<)7RO1M.%W?^_Y9<"7&*_#9LNQP5X;GK?C=)MXCB[B]ZW!._3R=G473J$IF\ M?P$VFQ@$ Z^,+QDG^B(A)61I-8F,B_2X4E O,7N&MI^AAG (=CO58!8<,'=7:AN4/7OOGJ*!'9M>9; M0_UXA7LQ_+Z^7GWSWCD:%9(R%&1'''!S,0?>: E1$,\QT^.,U+ZK9JXT=U>#VZ0Y.UZP57Z2@5&9$0@M,84O&$#DR[M,A=$&.V#E*+V"QXGNB3]=CAS9V?3,E]N$2&LEGT44F:97(H4&1:F%/MY .MR M ORB]R%E$6CU7OY=".Ol;F%]]#SIA*^NG[8MU=-KQT?8JHT?UND]Z4[MU:ZW M60E1KKS!'D(845Z_41C7,P722L,()<14/Q\XV6WI.W_^8$G\2YI^QQ3D&WI. MI_QE,KOGR[50@7NA04G@40JA^E!J=(-*I06GEA;_16=_F^[0Q!US437K3(23%*A_#R@R5>!4R" 1)%EQE0BK M';;U>'GZ;B.M);(,(5T5>>X5?CY/9HN@^K9B0>;*6QE 2^9ZJOEWTT:C89G(J**(!MA[KS89[FT@G,O$ 0%)8@4H+ 3D-D6KDHC;_Y/K+.)#M &:=*.5@L'U/4S_1 MXX+[P2YLRX=U>MF]0Q>W\;HS-<;&\@8-CTF UYIEU=M>;^SKH]7+$UK 4/*M\/157D:YV%!7!C.0P@2Y 6)W#\IHZ$AH&51/2S7)!##:6,C:^^1-"KSZ;*<=2?L9&D[900=]F M,UU/@PVD+Z]FLS1_%?[K;KBL<+[Z,9P-@M&$!QU03@)YB"F@.T.?EH2,A"B? MA*K^JNT:.GINKNI"X8]?[3Q6^@TBZ.WDP@W' V^U5MD)<#$B%VQQ/4MA2.2) MMT93Y*3Z[)K*>D71<=K^!G('"#NGJ^__Z\T&DU^?\S'W]*%3]-!R#F5:U08 MRW]&)CH:L&4$5;E612,)ABO_3%CWW!IM >(0_4TZ$&;/H/@V'9Z=I=+:\.X[M2G&Y32@EWEF!F\-;${J5<:CE-2\2,F=6)O/X#8.U6%CST?T6O+KT+#5DV184 M5ALD*RZ9=18"+V.<)&5E$*4'YC1G7F+JJ\G^8.C31511U6:U'R"WGA7_>3J\ MP TQNBX1?LF-QV>?\D?,>3'(?WV%,BS%D95ILUS;P&GI#:47:3X[L>2I8_E9>$;-K3%75,N)! B M19D-L;3M*;$^G+[+VF>] Y@V;)$/PZE/CAJ2;&!O.3>&=#M'\Z3%,DZOSZ M8_J>1@MKR[G2-)$(PO/RD(U-X+2,0%),-D?K(JU]W6HWROJ=7G.*[+<##;6$ MNWM3=V9/^5MM5&U<% J].XJKW)H*$3SR!(%:$KG/0N?:5]WV(K#?9*D+A.PP M)*F.NEK"XH?QY=5\MI 879ESKQPW-GI03*#D5+E[$QMCR>20Q!Y.)= A0:X[@] MA=),"F:"JMT7GVN8RPJQ*. M0\8,Y='(VDWY.Y#5B&VK!84='.@Q>FD4:F7&S-6TY%DK:RTH99X0!5:BR489 M)3#,45 A9.N]DL:5?M!J%[H: 5LM,.P2K1VCF1[1-IO.!V_*^*(T1>'.KW]S M%VE9 PV^> 4)N]"X6Y,N51= LB@M TV>+W;C0I@=#./:/5CE>KH?-*U GJNG/[GYT]O)J-1"D4=L[=I-CP:W[0)?/UF MJB .OK^]_9UG8<1IE9SWHLD6%\Q:WJ73 MK')2;096R1B.69 MJ3(:TF@!D2GN'1$\[S8RY9F(;_W[+#F$'U.]@W.>MR;0\M-HZ@RL84,'E! MU90IY&5PJ,G@I4E2>T%(J'W@LX6.+1]MAV=]^GZPL ML/(Z$BXHD%3.O-"V8VI#)*@RPXIER;G=I=]JOU6;A- AJIZ<1.X-F*BU=AS3MU7'Z,$\7LP$Z:QZ#IJ"<]A@VAHB.G$:@SHBD96;.U3YT?H:DG3!F7K('K*F3 MGHW6;U=E4Y3)Q-/OPY#>I,+2;-'XCH0,B%+.:IN!J4C+R "4EQ$18J:X(S6-MUNY2E-J^2K]&J:HR)YU(M@$SM)B5. QHO=^XV?EODW$Y(*K]U>6>Q+8!7^_*_M9=G9$ 7\<3B;#USD*3M>)NX[9-M8-/*RC&],VE.JA.LJG752J3W>\,A"Y3V MJ=N&(3THQ61B&!(>2B4F>P(^B1(F>%EZAE"4M5]@W$1+ORVK?8!N+^DW@*(B MC4_Y#2X\G+]W83@J-1;W8WAQ=?%Z,IU.?B^#=TE?F=^/5#41:>-*L=B' 0W M$;S*#}QA@K%J;"U@[5]ZNWBZM+M'6FI08006*8]_3,-S\[+]=;W-'5GMR+|M@K9[P'.9$YAEF5N,9ME+"Cl;\L0.#NR%C*#5K4M(13-3E\5!BP#FTW%5E/.,%T]L-N= MNGX/%KL7<:.A9[7Y(;#?\[Q9M1J[_&R.'E9.9&Z)QˆV#N#MZ6N]D$DWD? MA,5 5&;77126U)[TLB^_1X.G!Z'E;3U$P[;NBE339Y]<=&M>7'QY\.ZZI#;M]UBO#H3>U"'PP+4GTU!)0D937#2WN+FD%*_* 5R0XIQ5EYF^TY7S.(F7FBDX!D$C)H: (GG0')! ^8&4J2;J=.^]#7 MWR2&^L#K7#\]F[$G0<#4":Z!6=#-IJ:'4S6Q@5^ MAB>H#_6"=:3>J =\PMP@!A*(RAJB]&442L0\T:LRH#GD&)S!='&7H&KG!?OS M?)44NX/7.T[*O8^9VF9-'I,V(%GYI&D$$TP$00D#YR3:<6V)2EGE;'>GO9; MM3\O5A]$'4T]M7%([]H&3Z9F4V4*W 9126X M#&!RR*'2%R=4F" M6*L239@R>)9!**-Q@]H,1"EB(U.4F=HG27N0UPCNJF'C<7&R(T4U@,$W;C]] M1E_P)5TBDRDNA;:9/;*+@ 7UGOIE?&D]A7R/4GL%XN=_M065R.KTU,L=IZ+*B.11[@"CEEP>4G7@N$&N4(#&;>.$X-T%A,=.-NZL^-Y< M7%A+ARTAR'DJ-G' M^ZBK)2RNF;2KK U4\PC,$(K.A5C;0 M3XZ(!K9#.4-!AAX=I;QKZY>2<$W+)#Q>[I5@>@G%:H 55&;&;8RN?HJT(W&- MV.'3 ^A)^M2%-EL^J_V;SI87 $J^B,*L\+CTLQ]9[51T/^(K'64^7O3V;(<1M&8FA!@H"0$@GP:=<#"G%3\%0E;C:H=4F6HZU:CH;YU??-F3%&BBQ@ U&CDWAY^;*7Z.F(19/PBO M+/+ (WA4/20IN/5.D*AJ3.W=M'Z?SR(3^@)O#=O)E,T MOVZ>?IN,5YS<%+:#5C0Y\C'*\H2RC>C530#AM-5.\>|9[1?P-A+3S\%$]BI M(_O&T';(GO3QWZS&9:/U:!!%ER4^;{<\V@5+#@7'&@>&5/42DNJYQ3;".KW M^/Y4@4]]W;0 M%5JO-QI*EM&@O*0*7I\(0?. @)XC MZ'J*?0R9@Z7<]WA=W$CGKR[2=!C<^,.WCRMKFGW(S'D/DJ!#%D:I\OI" **X MD90'Y?2C8N?ZL;IK/IV)9/P054VJRJUGS;^[FDXNDQLOYIPO"FE% RL^9,Z:MV8!.69=WB0,19=HE!QDM]X:RD!\/[5ZK_VUK].Q3JJ"@F@S;<13K?.O=&6,V MCB2I(W"'"AE)DI*C6*P9.1A*YHT2&VM>H=]&KWVZ$0H4FXY1*K/7"<5R.R'PF_N19F\3DA:&2TU=%.FMY](DFW.2M.4)$P8"PRH%/BX9RJU.021BVBQ<[@H0FG%Q]2)U2,0T8IS(=M<^X+VLT3U[!2[M-F=UE;(_RNP29>-T5IX,JH*SV[FG/R[3>%9J7).;6NG 6$I)(@&\+D:[7)-Q MGI71/]H1HS-R6KO)9@LY_0YB[QQ;M131[_>\8R9,+A(:Y!4WK],XY>%\D*4A M%.D%;[.K]0Y9'L)0H*AD#@,"]DWM,O4&4GI^@KY[-!VO@ ;\X -O/HX/'+K(MEF2K=1D^9W!3> \F;8.1;XZ2!QD]K=W.OH6VQ_ Y7&<2Q& M]VRZFC,RF\\&3D?#@DF8(Y>YF@IE9"BCZ,0YB)%GJLPORK-[TL>O->)26D@1U=&K\8$AOL(P04='5-9[-8.M%>UX#$5 M/;\GV'W=X"BQ-^"Y/LW/T_2V[6#ICF]"N[3HPF,T%VY,&84@RI6&(4$]HE-MF6=QJD_7VDK13H"R+Q90%=5Q:-KVK1K&EFR4?+0,/7PS&2=DO5\C>BL_)>#;@ M,3#<-PI8+/%>#A0<\@K4"H_1+'G&.U6Z5?9ZJW8J>Y,6"K;)>#K=FD[D:=7N] M8%7@_9+'Y&P\7$Y,//2FP.;/JM;TOR.YE?KW5ZO=@*"T7_]S.#]_C\;3AS9V?38O@6X_I6MRR[/HU3F7EDJD$_!03A2C*XE8(*/49L^KB1@36E[>\6)9E1NCY1P<.ZG]^:ZU?>36079.6DT2S[9N((^7TK7V]$HJ";#Y]YX+2\T41="]!HRXR5;E)C.M"72G60LC>=:) ^IW.(K]I(M@9/]H'%Y7$W!Q05CN(8\:/V3\%91B"/4I;'NV2 MD(2@G!,3X^.'8G[RNX#[Z'27NX#["+B!L'/CU324"IJ_""I;AY:6DC)[CT)@M)>K*W#F::U>(7\Q=P+UTO.M=P#T$WK-QN0W/_Y+*:S:7YQA;+>S9I>#_[^ M=2"9,E3A=B$*R1;!(?NE74BEI&0F@1BS[3[H+(4_GDV_,[KZQ"4T5G^Y0\;= M>CW"H(I2)D=)\S*!BQKL?8705T3_^?3R(SU8$E4 M99Q0]VHILDN[3$[+M??1?ZF.A*P@T8BO=?!AJ=JLL>(W;B+&;O+I660@>; M*6L5DXHR7\U0O/_23X31G:'84X(-Z/POKP<8*LG,T98%@5Y2E/>UO'>EE]3; MS"6W1F[K#-]/YW]YW4_K=W2;J#,L2$U^WG;M<,.#"_F&,L)34S2"B0)&&3P*L+CWI5$==_9F&YVCJ]\9)9Z>V5571 +2>:9VX MW4YEXC7^%[^Y'P/O.,V*1MRATI7W+'B9)LW!E+=N>I9F=^-G'WSWF&ZZO1>IV&9W'(/5^N_N+81N]$L: ME0;<5V$^_+Z8=W_;525)&;>#EM0%&4&@ 067:0 J111)",-3_0D .Q)7;\+N MAB47_?4KM^(<;FDA(=,H0)ALP/@<2EMJ.H%%X=*Y7.ZXR;K/DM=WAUX7:-H\ M8K>NMIH[#ET46IV4QGB=()7>:I$C QNL!9)3("%2ZI5.?7HO>K1N944_?XR^MC]2;P\TJQ2*9D(S>#IS("42YP^J2D:C1G$/6N+.ZFXZ+OD\M:NATEV/T?03< M0!*PZ5271D>,=!2B.7J/-%@?;2 K"1?)C*0ZE,R7LXQ^EXZW0$8?1^!-X";MS=-=@XM21E]NYY39P*0TV=O(<8-1RJ)2E I6&3DO::3N,=BI(_0&T+.]3]HZ MP@DIS9*BMUZ*6$?*3=T;C]>3!"ZF$0WNKUHMNK*JCM&8DT\0$[IC40:.N108<*&X$UQ$_1@WSU]2V+A:2Y<6]E+EIDL+=>3: M^^23K2WXQ: 2K2PH7J;D*_S%:*DA^B SB4B-W@4A+^4:PZ&X]";#-H>;+'SQ M+$V_IX5)1;\;F'(;'"%OO((-BITQ31X(7A,-KHNJZ)/26IEZ&ZW$4Q-O300MPWS#GWLDLM9V$IQ$ROH:4KCBTS("$]*5K"T1]P.K\$\5(M,@98AEI#W8J9+Y/IZ/UD^KN;QH'7G$5--7A7Y(4["DSD I*3U%A?MWFRH/0/E&9*:]8,'8F ;R(Y42*/X&A 5721E0)XB*!\]'3B&L8-7S(ARC2W; MVF6B=70TA*1C%;T#B/;2^L'(N4S3X:3<&)C.,_"*RTZ= 9'E(<[R,+#$$%-XM[L 2RE$T/EKJ>6*Y=A?(.CKZ+1B<##^'2+T!R_/972^*KRB/!^P,4LB(=^J M.J9*1<4!!H0" DDTL4"E-[5'#FZBI=]R09<(JB+]=B99KA/5HL8V6FIK\>Y'M87@@DT]4! PPHR^[)%K T)* 17O+56E]%K7?)-B9N'[#]%,[O./UTX 56^O)MG5&,.*:!*^'+]0V^S):#9L'2LKUH[=E?!\=/G3U1O[EI.3SZGNKV=#_YV$Z[N+Y4_8M[T'FH[IV]Y' M6\WUWRZ/(S)5(GD.FB'=_D4#AL8,U-;\SQE#Z$X'-S]YW_9>BGZ^;WL?J3>`MF|5)1-0!@\! (09@01"4!H2PT5G. HQ"/\@0] @M6:X_>[7T$W@

*&%3V1@$XQ2#0&@TC(R(M]!B- 9 :EA+?E#G=30-]>-UT+.1["*T"3R$-]%NN!]1=QG^S.A%98)PKK8 3 M41"4DP TLG*5Z.', "&M&>1U@EXZ:LAS#O: (=L"95%&(5 MS[L8BP'-A.>,*N=I]FS97DK*NA;#$3ZA,CW$78'2K"^P$A./IR+"E@H>*88R MVD@3$-#.8F Y=!3!&-;;W'U,+XBH2U7Z(-OD%',%>G*P;% *;Q06P%GJ4\Y' M , -]-+]&(R>XXX+_93L3AAQ(.>1=@=ITNCE(-Z520@YB$":B/^YU],ZL!<%) M9(306IG)NFN6P_&.9]=- 00 M!\BD)#L&@6(H.@(.:\RHP4]/.^?H!(SU>=MY=&\\?*I3OF_^]FYN?^B%=ULW M]$AXI;@C@*E5]@&%&-7&T'0YS@5E AL_:K_X7K)J.D7'4+3A6%2@7K]%=W3Q MN5DL_.)B]N'G,IKIN\GB1^+O8C49_%&OFK]/[EY?Y7A6?-]9[M_@8I?AIL;A+S^1= MA*T8Y@H%KP*4!@@D27HF 0*#N 76,1K_;Y7+WLAWD]@Z'P(;HE]Y<;B!V.:[MGTV:^9=FZ1<#GZ=XN5#>!RE.$#KR0$ (J4*I?AB*_"F'(]"DY(#$<- -01ART M8Q2@O$YU#7&.WKB4ARX$[KGKC4">.V$Y>Z"+SP]?K# MB;YVK!X.]CL?X93K9#V"%#I/ E V\!@?]N30QS]*1FDTO\22T.:R_<1G:E*+ MOC@VXPBU"OUXXH$\/CV!),6;LP"821L'"01D8 1X[05R5!)#4&O%>+E^36F_M;!HQ4(P5G#%[!Y*%\]JFYR6%T2S-N(! (PQ!C/(8AUX'[G*GD-]&7<80? V2P MI"O4EL<'2Z)]1+T#N)^_]U&;K)DPS MRRU*4PW=VIV ;MNMW47]U6G/[MW]]V6Z MB=]ZN/H45N]35Y"N/H6'9D*GYZNA3 MFL;B+_7/(==&>Q;)=F5TBL!,UT6;S^RY._ 40\L-!Q)9';\YX8&B)-H7GD8" M6(ADR+T+CY SU/QL"H0VWT@*_LW;9I9JV%8P/9STB 6,,X M<%%JW&N F? <6Y?>]#M%1BG ;@:?%)U>B]-N7YV,S!\V!GL*&^-:153!ATBA5 MC5%]:48IAAXJ[I5!8YN2M@_#.#<0 M84!29S2U,?#0,0P%.I!X^$<.$<\]B* (3@65CMM>MGRW\ M.S_S8;*\0I[0P"$$$J=*28K333"60"&G'!.(BNSS)0^04K\KU1/\0V?B_"2& M%BV/FQOXH.? IF8M5C?:MGW__$1'HGR0XMEJV;$%KDC.E#1Z_]W7]K4T4*+#R MWN.H5%[& 4R#0R4& AO-3,F#67PN0^" [0,-3E?_/)\UY-04S'U>3-;3F9W M\5L74<8KI!9G]U'&R71?-N?-S4TS6Y'PHYG&[;YXIQ<3>R4EI5R2;,D-=5$D M/#]@+'A@,60^VGH!=\N !HLD$^F%35H.'=NU7B5 K>#X?,%V2N \<.Y=- \8= MI98%#1@,$0%G+##(2!]V/@#;R"TN3=X-N(+>X&OHL^O FQM&OV2O65C__V, M/4J(X6+5B!RW*640 X.I!#R)W@? A8/8(12.)9:^\QJ?.S"#U\\%FJ;=9=/#_ MQRC,1W1'S^]C/KOV7^Y2H'\15O);,+UG]< <]!XZSR% &J;9'<("99D%A#DK M.5:,9-? 3@26[;0<1? & Z@""QAWUMRG"UL]W;+IB[/EG:]^G>+*X@)]&FRF<3ITMAX!*14&A!M'0T&4F5R-TX-I[IL MQ^8H>OK*4%:@O =VYOO)|"X]D+*[0:|<=(IZ:T$*K:- W@BG04C]@C+02R52Q ME[LRK2.)K=22ORFU'!.D"H[OTX%@E.;J:%BQ>F4%T<$P!3@/]0)0V:C%! 6& M(,)E!R2W*%/1Q),Z:!X4SHX)DB]=3#N!]- DS6P?#]^B'WT1+O7/YZPJ 37U M2 ',2615)&_91 'SX)*WHJ6V(YS>_8AMI9GR#6OF6,!5H:.[\GOPE[511GDF M@%(X^LLP[C(5/6@0B%":$X[<[HMPV7.]]0,7[:9T:[C W\KYNNU,7&DG"*&: M L;@C!LC>A&14P@P@SHZ$>FB/)0X8;>)];)<4AV!*W<9%]@H3UM%:/V.6!,I# M>N6OKHXV_WLGJ?.!*+6"@V$..IQ, (BM_O&SN -VHG X3WIB\6S3SP4K3&-!)8F]AB%O/,6 LDL) MJ'S<'X3;W&SOIZ3P,T2CZH7,N5X\=.\K;:#& M.O63K1(W6 ,9# ? &>ZLD%,:VBR;C\EL:%/_TI#W[OURZ/7TXEDTVP5:E%EO= M^L@)BA7!@ @;=PN+OQBG" C(2TNQU)ZU:G+HI!REAUWDP/.@:O04;N&12I]F MT8BF@:9IRZSNQE;.Q"-CZU){82GG+CK[6)O4BA8]?J,%!YXAYYD.'A-WPK-I M_:%:5*,OGLV8P]W@HO&%?? W\U#*-46!>,Q"#!02HTC0=P1HP@TW<1YPZF?]- MK$/4E*U-RW@*919\Z2?TUG>>6WOCYE;/(CN?9O?-]-Z[3ZOM=^4)C=O LS1$ M.8HJ1])):LL$DO($Z>5;&%SVGZO,]>E)[:-R((N/X%@@M?:"V_^Z;N[_K[?N M8?E5/_7<74YNHX%0H/3\]?#*2?<5Q>,6>MF% [P7_,:B=IT>7/QJ7&:^=-8NIOLZ"U/,5BU1=!\)I MKR0J02GM^//9PLWSP;2S9)'JY-[6[Z4L*@'J'\V?3,3EM8 'EBY2KML+N..R M*0S@YDR=W'CWL9DG__AW/1V\W8ZM6Z2DM1-T+:12P\9;G$(\%8IG0R$WJ5@/9IYB;W$W>GIZL;GR% [2Q5-B@[M+O/FE !*;Z7]\(FNQV'1@S;1O@6+ (71 YDT[520.W_8_X]/!.3-A#]?NVRP MW&H7'15*!6]M8K9UI-#>3$?A<2B MB?#]RK [+GY$9"I0O \WM]/FE_>K=NZ+VZVKT;S: <_@[155@5'1W:Q1/B;H" M=5C1=G8;/V\?QDY]2TV$B^]GW[Z/HA:GOU?T9O4UU:.UZ$O[??L.W>@()0[S M!U&/"Q? I$AH>1NW(0_H_C5S\'^FOZ]4C;9/EQ" ,,1;#<=NI:IEFF^ZH'1-) M#9!]^#FW7^>3H[.96N+TM%2911+Q@O@9$?HLGP/*]7OJ/>C+_74_O,D"S M9\TRG1K=,3HLCL)@/=_9O_[Y{^5*ES793CBUEN%\ MF*_N"T8JP7FY>I;RFQ-$9RB]25-C[_W\UT5X\:T7RM!+[UM]8,"67:_Z^)GA MR? F]"Q:+*W:!9WNS'A-+82/[S2_22T.I]DEGP. D_;[UBN%U5.Y-*R'\I:]/ M1O%.VH+R]\7)WQ$S6S0G&*SI72'H%=C);R2S9 MUVP'S(N%BQFUOIY!&S&5- GG7U\LU4X.S3<^7*E8 VA>M_:(HC,\C03,]_;68 M+/+4-AU5)LA1'^&!=M9OZ1TQP7H@>6+%91VA?%XZ*I"[?W=_ZR63^.%?F5:H!I'C_]SIZ21,]DKZ2_US_5#>X&*)7A\L=U6?4QW:RK4NE8AF;*IG:X(_MW=RF^5^1 3.93I;_\OAN_;Y8KC8@DU)TDVP]$5A.%^_(LN4*"#($877Z>GL(MS!O'IRI;"L2J9,:Q*']/QJ '*.MFS2#*?2A3YOU!^SK*)SAM3Z;.M18I=N'9 87M'[G)?^D+HH!=WZ47R\V@FKIQYK\&E(_M7+ ?3KKR;ELR73B1/ MI[OD37RF(1+#"Y>KOCH*1=--+H6A^^J;##@]K5*RIN2TK)LCC)KKJ798O;[CIOW^]W-S4/>:K&< M79KIQV9^=CLUTS_F.3#K_+62GMHAQ)H,XJL]D1S9"Q_=Z>+Y:9T-V[:$G/ MKB6(QX11.OC)C5-OC,;9:*>DW[03124H?9W/LP.UNV:Y_=0#JP_"*9VE^_R MU]F?<[=()&: :M]ZY28LMS)[1T10"S@CNR- =OE,NCW<$IGUHOAD?Y!EC'W[: MZ77TH+[=SI?N)0NY=VB[SY5KTNR(>6<)%H; ^C_F'F?N8QEUV3P^OURK[Y'/N)?:]0^@YIT_UHQIS"/ M>O06;SU6Y&QQ$=9L7(25!F_8R*P=O3]:K,TSNPWI)>S29M@CETKE^'GZM8\^I01@M*)XGB]>E5] MZ%7F]CK%#IUC%YE[&"V=Z%U3FZ=6^N5]Y:HMAI5?UM9V715+M^G.79:Z=7+V<"^V'96EZE;;;W M\]_FS=WMI\7B+B.BQ]8MYOOVM:.G953:HOY(L_O=AM!<*!Y;MYC'V=>ZGI91 M\;W87#9+/[5K$I*;WWW%Y9E$?HS"[O]'3ZZZN>N$Q [5NRV#R4_G@=_MD4SIFJITY1XI7$6-F4SCH36+C3GI"=P)V91V.Q\+^L_NK[/9QH.+EIM0TM?+_M/"&>BM!;4;9E(7*"N&_M)W/_MW63Y*SUM\B#*&- [S\)D1@?N?C[R_]W^C%=0U):XZ"]_TKM;F;JKGGR>+9<;K[L.KMH*SIG3620&5 M!O"E91F:"3FP9*MJA9J26<=%4SSS_VC\\P-X:NU62- :4RFHIK(*0/KY/OG'<-M/S>+8_5:?9Z!?]VY*Q!K26_=%4]Q:V?\QZZ_?8NV_]NFA)0Q\12>D)M*[QJ2A@=$4H-*?XLKYIM+]0*H)RJ/O$4- P):0:72CZNT0J/FG(P_M.\S74>8]&(ZN[.JXIC1)A66JS>RWZ+BL"7OO%W8^65W#9*I3/.U*Q!K2H"T_M%UGQ<\E-$EUZ2B&^?^(NU_7SJ=5; (5M3+]2UP$H?:[/%[-TL+%,+4;;ZXP-K MMNH]J"DK*3@Q:=>J$7/8;\'EQV2@=XL]RZ]9#/_M>8*]"Q:C:=[K$E>;<;E M'EZX JR.3,X]*9"_)Z^7VD- _3V'_>PI[MXS6H#P3 M0&%4QMU-/8*&H>35N.9VZ=W'J;X>!,^A-8LUN7?#Z81(RJ?SQ\#LR++%NMJ[MP79:,%48P!5=J0E&+W,8P6?+%>MH[V. (]PFB(F-X.;^9+?/:PJTEB_6R]S>% M+P52ER7,!-CA58NUL0^R@]7!]A@PS&\F#X_"9[*$NRN6ZUSO8PT/R*,*K#[\ MO)W,'!O,C R-'$S,3 M<65X>#*$B%+&WM?6MS MVSB6]O?!%=C,]HQ=):LMV]EV1<3M+NYSF_SHIY_-NO,R7#W_[CU____1H&UR(*__XD>AZ,7^X=',R_4,]>'NRIYR\. MQ@?!1*G)?O#R()"[_S=X H_"[?Q,7BQC]?#W=V?GGAW%NI3L2/C:)]\HO7"U4D*;ZYS!.'"7* MK&^PATL:? 9I%XZ@0@]W^W]_X_WFK1KOYJPX@/U3&2PYFD^%C O8K[F1;4_\)#Z*GW=Q>??IG+; J[-4Z+(IV_>@JKO599$04RUI/0?'Q9 M[^*+@\6GMEUO6QF_RCC[S7^K.SSUO3_!O\[/>N+X]+#?H94>M*[TKW\9/-O] MQ2QS+>3Z[OSD['\'(W%Y=7;X3W'^_N+P[?!R),Y/AJ>B0_O7OGJ9"PFL)P3F M)9-09"HOB).EB3@+BG2L,K'WLD>'5\ M=BH&?:2Q\S,@L;,WXNHM4]K]DIJ080A2:2=6D^+5WD'_/G;&M]:[^97B%?,R469:9(WGH9%R[F^\R_ZM/#%@Q^V191+HI4+++T.@J5 M&,'7CL:QLIN8BZU03>#Q4$2)N%1!$0%W&CSMB;&*TYMM<1,5,^!>(ETL7JPH MDZA8XH!1@FH9[#KL=Y3A^(LL4H7,EG)CC^P,AP0OT9>!H'* <_R0U4?LRG)O$XSB=\4MGV>DZ3!+RZ78DFN/LS M,RRLN9AE:3F=X>4LC6,!LJFD4?.^P%-'APAH!C\B"2X8ZH\2F,1D*4KX0V97 M<;"W;\ [F81HJY_%\)F'DL1)J,L&;KQ6N$V\,0?S1#V::290!H<@P7:!\O%-6LE M>WTQ/'IW?'I\>74QI+]LE)/U*2=;TM>*U8OTC&<2UJE*R_T- ML/'<#E(BM9AP#Y$R^%0E4B7IHA M]6IK[>&8X\[C!]BQN%#Y LY%-(IB](B4\]W6962[Z[.G]QHL M.#A&I/'5>"_2L_4@/K- 42=:9S/$U3/Q@3GRJ@DP*N]G!I'N+SK9XQ8?"1 MGB,O^ *9EPN8FSEF5L8J]U^ZU:1GK$9GKADK!2IQ#DSJCV?F8 7E+ZL&O0933 M3R@= L.1B\:&P8F'MT^T3DS;A3?I'0EX-+MF/;JLAK!S (,_NE.Y,M._-E MW,.!@8_EH/?S=HPC%B'E OD[W'HNT:L>@?#1W)H$!/X+%X&WY+@_02R!^>%C MM/5I9@U#O-L9@IFM_\K(;_%=D-F518Y^'!6 1,XT$3#,">PXO(F,B3E*^*7R M! @O[YL3S-I6%@[EY9 EDF8TH+Y)_9NJ PX\UPS81):M#59^E%EP$>?!\6;7 M4;"TC>M(LD4674<@,A01+.Z0LER]88O7Q*O],F1#R;EZW#PXV!9=9+_'"1)H M)JXR2>? D/(5CMEPOVSV+DW1OCSF!I4NY!S(7I'WC(.TVA>XKE7(9.]YC25 MQXB&T6K?+33LQSD7:1[AH7R5*62ZUVIEY%-'_':K1^0X3^.R:#ZR\@BX_YUE ME8$[53OC3,F/.W("[_)*QC=RF3^Y9XCV,[-^H5/CJPYR1T9:L]]COR]&Q=G M)R?O1J=78GAZ),Z'%U?\I>ZGY_79>#XVGH]J<6<3L'")]<$_.;AFS?K#+(I] M5S=H/^RR\0Y^DXKZ-;:XDJ#?!C(&14=F8JEDUA?ODYCC%N(ER M5=FIUN3UE+7>ZHD24LJT#,FC3SMS>*L9*E-TFUX)V:MZ+?]=@CD\(,7I")3J M.0:P!]J$Z]D>?) M"DLX'^C?PL"Z>0OEG;82;HD%_$9>-"6V!MLB4!QT3RGPT<)#>F)K;]OZBW/? M84Q_UU.@R]Z*9CB7YCSZ,?FGH*&1-VEK? QM8!\AL"OGCJX9&TM>B";.#L- I%FU;^P8\Q_B.+TQC,WZ\3$2HIJY:7 %9WYUV1)1B\DG);XWK:!.Z1!BK_-N"Q)7YC]Y!@P ;7[@@*_HB@ M"Z)_H&A\3<7>0$TU"7 H7X.\QQ;>*3]U$!Q_2AOW &Q'9Z=7'\^CU> MN-Q8MQOOKME6GR,--PAERNHR=Z^T^]#0& MQ19Y- 09ZZ;ZVS+3SQM]Z@C($=$3=]O7N.F ->2DY@%UC\I0]U]-L. V",A,@ M&(R@]/-4G;P&"R.M&)/8;+@ P_PJR9E;WY#1[XFL+V:B&TWX!S...A_,45,1. M'M\VXY;/ACUA1J-HL0[I;*29T?(=-=([')2F46D>9,.2:CR3UYQ9.%.Q.3!5 MQ4$,Z^C#(<945CU3E4^$VEFLG+0)HR0U7@H3*_?/?\FIA8&F6!8B20L1\]M0 MPHD=#_3XG[;)Y86WS--,\2V%2IQ;=G_269FKYZ07QI7#SBAF@_P.F9JCP@O_M7\02S!(V)*("]3(54;K25K3M:YA;JYA;L T&P%84549%4KO9J- O;9"=$>*NO MB'[FP62;&_^8]X;\[X2) MKL48Y655'--7.#JDS%#>,,>UWI^A#N^HMQ1N[9U>9DW/M#;?C26,7HM?RU>; M=+T*;YU"LK<@R!3(."ZAJ/FW[*1<\A,$](UBS,U*4T!YRR:&Y,VFH^;N-SW4/Z>]<7AV^'I/T;B^%1'Z"@+!?])>/5^$YS;Z']N&555.81'-MEEV_E ;WWNHN? UG*+FME1ANJ2EP2B@J04XX#6HLL9CVGYD6#LO%(UJAV-(?/-M)GN $3^$<>_%@;WQW>AW=[*$8%Y31HM51-DE]/DLVEV'*%:]<'_[9+\PSVK M7=983A2&FX ZAN,QZ=90W<."T69+[E7#,:?4('FL:M3V@]5V!4J,21OA[MFN*0"1U/ O^ IV+S\E*_O,.KJK/=-@7B@, Q5->*E"@]7VU@E81Y#TYZ;,*" M7F8JZ#5A!&-1KE-19@DYXF_2[,F2+Z))^EX$HJ9-0>-=*#[6BO@J\QNDHA\ M"]JVNA,$=\WS"G2AGA=#L6_ME!A=GI^+UU2\ZDCY/#P\.S]Z=4E5Z(9*,JS-^+R[?!BM+$)-C;!LSCWV*\[OV>%BQ#3 M3K"*O\J 3^26F)$ZP? PNRK4O$WVL5M=OX4Q>&E =ZX$+ M5.;^RN[K]NP+5J[*O2>]3U W&X"4!7I(75(Q*PS"1E=!Z&F,-K]J2H6+),X$YBV65Z? 9R]R<+$VX9HW&.DN(N2!3,5I+C:GT&KI,FY^#4I I5LZ_ MVR@T*45V$^I&6R#C "&G6(&]XZ12S-G/S5WT',&0U")3UU%:YEX*KN]$O06- ME3VJ5Y4YRJ5=#;_09\+&5 +MU%-XLJ5"56SL"65W8])37+@A8RMS['L8AZ[5 MKU@)N^-"^0U!Q*EI2H!X/I!B#_[0\]WMYZS2M]'3C 'P'-]H:] #@MUN? %]:-MHZ[9@_TLIG+Z0@\@JHRNF2Y"-W*%:!]"B[<#LRY0PX5_MV'EF9M>;C^DLQY0 M./'=85$5&G3.%87X&H-]H@%$,YMDC%D&FB@MCQK]!Y33F9P"%<.RB$ MY]GX?(/M&L%N'NKP48Z9]50/XD;.Z)#WF+NW<^)4UW.W!%_$.>T%FK>.$'2A,>; OZ-% MO#2958W15ZP1'I66Z?3,HXJ9'3S-*XKR6X0'\=&Z3&R3R48&P4%,*3IQYRD: M'W.5W-\PM.)T%2'&=JQH?"J#&V=7&Q8$%8H04#,%T6\Y)_; M\U76IGK4(OQ7-;.B H_-%*F:)$L8-AQ+&8QI06Q)S2)1&+!GM]%VY&#O $$^ MG9X?V![#)_?QQ6]FBO(U0#;D.H8_@#A$U&OX:1I- "L(IX8P.FP0"PR%^=RQ(M2G%EID&-Y8BUG=%?OT$QHV7T7 *>HZ.W*K%<19AMQ,<)?_B$J7-:;.J8BQZ. M_5 0P<39'I)@8P6"&GW?^23"U-D/-9M"+Q- /$$NPPC-P:C,W1^PU;$FT/^:I M-=DW506^DT!3X>*:-W7!>9Q-"69IFFO \DP%"G,5I0BP;1]5XJ@*8HIG^8J& M(#_ Z6N4&U8USC;]7G\-3,.NMI%RU. <],DJ-%>A<-M1A[2W'PD8-K,$3V4I7 MW)PX=H-*ZO5-N5(?2>FKUHIX)0B/X)S/NE"@P55%LH@JN.N\34(8GR]L=%QK? 2YDY,DP^1=4NH8%GNEO.P[VM1D"G4\42V),%2#LP$M+2M_EWL(;N7!^DB8$2L78!NOV%#4 MGVF03#ILD!RFN8XZCSYA5'W=+22]J2B]'CPA9>9HZ]L]_W7LG9K-&2O+!NP- M_Z7$I[%W=MU3" (% (3N)+1O@#U>9TPE7U8&C._'/%.VG/@7Y;M@1EB";"%_U MQ0\>2(1O3=PC4U&"S5-_0]'5$RB28CGP-2":S;:42=FZOTTY[:H&1R,O&KH M**NJ12)O2]%.1KZE:7TP20-#^<;1+%?C1(/0%OS57)#/MQ2BS'#/%7=./D8Z M2U^WW(!GZ3!4CH.6(U;+"=(WPA>E8@639(Q(E5E90^. ["GN4RTC'1Q.C&7 M+'YO8!".W&&P9]>_5:M?@=:DH#OY,,M/)10SPC3^DW!@A[MJ ;3UK3#@O9]4J*&?RCSF7@M8R29=>?Q(:5S<+ <*&MPUPJL#M&AE*92NS>@N M5_\T0H?M)<6-[/[5=<7?8]F><4S/P.-Q:-+]*N?EV:0WT4GU0I_4IN*2_8 M\K4;\)@/^*S#!YPBE- SV5@QU>]SU'W"6GM2O.Z]KRVW9#G673$ON14T'Z104 ME&]5A[.>Y9I7FZ/#9%8.LTJ?+NK*_*8N^7L4([SHBY/C=\=7U 'G4L!?+J_. M#O\ISCZ+>H'/V7&?OGF!^TL-C<:W.O6D&OZ*WC=OY M>1D"K5##T:218M#SBA(Y=.JBX!O$3G=L&H,F %%/.@:F1[$%!59 CHT/T3>(M^VZSIL_^M&T=^_IMB[2@,H'YE.)LURG9-0M*K<+NAI1/O>5D9_@VV,'>?B,2 M1V R_=8EY)555VM'K N\P3@B\S0C'2B"+,P4N4\+)^T,AXI6]V8\NTF Q,^B144R;:E!?#CH MDYK<(%E83X;^[JB$,,'BT(N& B6_#&V\X>BC%M(8W5D!A'K3-P>X=QA MY## /1+E\43?]E%ORZW^9NG2#>>AZ5M? 3]INRWWZ:AWYP8BI#I-MEVO\CD"C MD=F/HS#75&,Z(["E@_^[3GXB+$4]1Z7:T6G=J'-=.#FWL'N=Y1YX\97*%;0Z M5UT[31E\SH9N*9";- '![47XI<6\K(Q3V2T1^NS7<%O^U]Q2YO@ >7@+/?[V] MNEX4+UQ6RD/=K>H41550<=OBZO+@CJR^XY]\4V=;WY&GG8Q"/R2:NE7W_\9*

MQ/6S+#"5E%(W[LM5GN[^F5REKDC>RF50M;W[NVWTS?63^V>]66/MS6HEJ,N5-MGI&J43"HDI+-/M#[YY^THP5>_:OG+[/O&HAW*8UAQ|M>MD7%\?_>'MU*4[/KL35Q?#T\LWH8OCZ9+2),JVAU(><,+E)5/:QJOU#KIUK M;>D6%I)(0SPREZ!H11*Y]:35L3, UJ:8M('IY$,M<6HT)8D!T[H&_3(I*-ZM90'5KS+'7G-S'9> .],%JE)&8RQ(H"<<-Z&N)M!51#-.K^+BMQO:%^STJW1R MM9MZU\9<>6!3H% 4P BY>,.|04\OT18N46]YT',XV-3AH>;#9-7N-K[(O=>L M6357/P6.DN1C\=JH54M+S-6-(%K@>7]$,[]S''6PVP=>;KC]$+$%;3_@1\I3 M!V1DGJ,4.ZY7Z6EX-"JFPTYO$WFNM[(UG>*Q4(J2QNNGKQH"SJ'M/F?*4"H@ M7K^=B >#;0"Z=3D@ANP6*L"L733)-+/47&>"?*>M:GSHX M;''Z4[N2>VQQ&"LD]?7"FI43R>L1711\^-LP):TFT:>(287NN7A]"25+U=> M%QF4K.FT7&GM.;*&@S; $!ZT@LA6VMA4GJTN=2E]?.E<8H(PNMJLO:,D*97+JDFK##%HR,$LMX8,IA0-K.X.7^/B&4 M21@L-)@&C%/$5493Q"TC/Q06K@#LW"&U M_A3]Z3(M?M^DI[IY,[H8'8GWIZ =;MJH;G+5VW38$@1&!@^$&CUP_=C;%3R@K!:W&A"V MGG*>BZ>]O6>[O<'!OE^R[H9E!KW]W8/>8+#+)OZ]ET^?]7;W]RVF4D@59Z;,M%XWV(MH)HY@S;V6()*;["H;D3@C2)-&./(NRFB^ SZ23":[U'_\Z$RM"M&(SXH%/_;25YT.6/::A1;]R,$4M>TYEJ5IE75"U:QW2LA;X606::8,%=E&@2"_2C'@0I2ZT)]YJAQOPKHS:%!/0 MG_XYJB.0@K9O\A ;&\G8T%0:@[LAD:D@-$*N79; M$#WBT(;\#$#:%P.Z?A& M65,WP H]R"T:IVNG<-]5W6+#S10" IL43"D@IT&%P3C:Z=[']$@P55\1 > M ATOTRFMT07#MU994O5U#A2!F:>$2K2!(?V>3+3+0/P7*LVF,HG^S2;K TM) M]C.DG*;R50MDXHYT:@YMYQS_I7NM632%1KF'E4PQTF!0/6Q@0>>D>*!YE??1MU6$LT_51^K4B)W/,:+'U"'7E970/_P40OO5X3>BER4UWG7O&5)44%+OB^+/8X",#./$E2+"'+V&L,FI41)!WS.17173JW.9Z;&LHH&1STP['T1^E7D%/M+ZU7Y\S&+9)Y7^>'CBW?8;0X-9_[+ M\-WH](BZ4I]=B*/CR\.STZOCT_?#T\/'&CM>,_1N=5X9-U+#)QG (*E1)FJ5 MMI4Z@'J-40>0A:*&=:-BX();@[UMS,@!MNI@/(\L_SRBWH^G.MAC-- 5H6K+ M@UDMJF:U*VSPGS'7AM!\#FP$ C3-8'&[?XI>D[^L,_M?8O'L4@7KW8.^OCEMKA'5*I"QIIHQL'T>U_3BN&\C3%E"0KT_5V'<;H M/N!0|C]56>@& *MJ/33?YZ0PYR68]R 84V?4BCSJ47>C)R.&9N!06?X9,K-) MXEZ^DW=T!E0^66R]GMX6W 1#2,$JY[:!@Y&VV=)?1=S#K9@9;S$/;C6W6%. M+,%V7:>%\A1]JJ[K[1?:KC^Y8(=H:);*M.MBLY]!GK:W K=A\(V,SXDEQ# MJ-HI=Y>_W2OZ$&T6:17'2-P@42QO&#W:A%N 2GUTM19;X@]JS&HI0?TPM4P M#!.W73':VI7=3/!-VQ;6GGBOJI\$[<8KZ WFJ (5*I@A;%S,4)$.5N6UL]$6MU)CVT2+ (>J43BHGFU%F&177$@ 4QMS]X=''MAF;E.(HY0N23X ^E1'4W*/&T M+XY&;XY/CPE"9Z,I??\8Q,JR(^1X>VOV5|H.1'6J"+07@U^0[W5@6QB5KVM[M,UA_7X]^ERD<0;&Z1>#'* 8P)>$"'ALR_IYD'':[TF]D\Y3KV%_W2%APE Q M5K9C6H-$A9J;#I2-)"0+MI'K?*1;JH.<-$O"*A,(ED61*H.W6TD%:BRDB*E,-18XE\VE6[%#WS3#*)3F(ER8=":Z?7YW1O)I2?S3=FUKCX1((G@M>I1DAW:3OF:HHN=E*IJ+YN,QRI>^+Y@LRN^#SI,*H);H!$MN)6=9Q=&$&A:6&8Z';0[A MZU!Y#$S9 Z,MPOJ/L4K4)*+IO1U%;)]R33%-*$D"YVB;ZL#_Q$EEQP@^@= ML74G-EGEEG$^6>)#V[U5;X&1$2 -Y/ZA38]3GU061!R$T+C/"Z?BQ625T6?A M.*% Q/A3YH-F>[=*W4:G-$]C*@R_#FNMG,^K$,"J)+ZVM "-SE U B40G:5%Z.$_;I90_2P[3ONJ0B\/>I]_*)+Y#,UP M _2JS[E)HJSWF^5^RPC-76"9#Z<1_;$\:PUT-AE0 JX 41[J9QZOYT)L6SMWN/A_F'!QONF'5:.#7@ZJ1<6&NB-QMMI-&![@6J*V;S6"7W9LB-JA_#V\Q MF+!@>@@:6RP&2(JG09%B?M;^]+\I$--<<:Z52QM/!2T9--6)7.3ZF\C-KMP MP&YA@5Q"1 4[B.<*E).KJD$G?5H7<8EP+M-9-(Z9E$>1FS-HK$M9M'< JAR)UH> .3"L"IKX01P%U\"#J(#=@TP<:H:&39 M\LDZUL&*-CR;'B<=?)5;A3.24YVC!4A Aj'!*E,=E#N6H(IQ^THYS1110PI) MBX7OK?<9OI8[8%\PXY86W=H4=#B8\P M8^9%)S-F'A)-W=XRQ|MKKI@ S]8P?=[HB;AX*##;YN&-JO4(@;LQ.W ;'PN M&0/!)C&WI$2%7H:[.$.CP5Q#5N!@4&M.56:ZG/=DG_!*5 M9SY3A=X)[<.GO/U4:P4V$BMT.&HRB>*(2G:LQNCXI.$++Y5P*H\M@QB[RW9BR7=/E8[SR%*_3/:]%*/+\W/Q.DL_JJO#_@$=<1K3NJ0+G<;.S9HT M; 9X,;]58XKRA':FLP[CO76^X[42K&;@'OA%_F>=G@?K_]JVSXO1Y1L4B'71= ?,XS1H4]4HWU,=TB[#OA+I$X<5EH4S&F$9D=(RHS)MG4$%4:LO.PQWWO=;$4E\UK?H&D*RB \!%^EPA?BM-2^N*2Q ME5L/[:1"<$K%-:OTXX@QESBYQE0^M37PIIU7TY1@633!MGR?)D=$>OS?-/NHM7\5^R).30S]TR4L%.[7Y9?\H4PUVE2]S3/7P<%1Y8%U1'D>$4;4?PF9(]P&4 MV[#5>[+5N--Z0LV6[X_1;BN3SM4O&],NSJ+K>B[B9?N47P[AD*OQC3:*@KW MOZ99RT8+ ^8+C,N_T<7$LH@X=E9:P+?F['"*R04@6K6(9R(QET! AH+/3!$=''MU1=G2;QL#FV@22B#TC41>>3/]H;M+O$]W%.3/(Q3XWIDNW-^C"IN0P<(.8H*M+/6>Q"8[NF ;!"S0E^MB3Q)43DY>RFPN&=2WQ2=3E421OMRZ(7W4_-2B])) M*KBW2CBN15%]-;C0K!8ZZZF@2%?-<>H#"-;U5@:>RN9&@5T1MW"3U!%31]HYK3Y6SH4 M0X_"UN*G;/1=)Q\:>B*BE5^EIC1PX<,W8!'WB,X\>];?9X<9)ZK;*&L&*]O!MX+A$73'R+Y?)5E!#ETT,_@.DTC9(='9I]VD3OHG7R91VI?/ZT#PP$ M@Y4%++4(S<0ZCMFG2S\78?/:\X/^B]UG*R_O]@_^7+@SL-^S,M MF9<-&Y/#I_S[D_TGM;VC[=U%;Z2@U%)A6(^^CEAG;9?UYWFUM_@D!G 5_]WO M/W_N^SYQ]/HNSZ,PC-4W%Q.#S_%A"CJ/V&5!*N?6>6(V\LOWB'3O1[2)8/CK M_1#3I7RMQ*1TUU#W-*653&]#=E]Z^OOQ^ .&93)S5V_3#D.)G-3]#BE5_ M!0$FIHVOB4"8RE$2B=Z?0K]_:'X>&[[;YO,U-,OZ95)1- AJNZ67W$] V^NA& M'_UFS'B$9VV187WMI MEU'>U8FXU&6#&W:W(;KO0G3O9%).9%!0NNR&Z#9$]^6;=&>WC[C"LFQT\U?|M3ARC_9:$X@0[M*EP0X5?NL%Z(S>4>!=*?%W&\'7[?OJJV[@BO]P5^<\-Q=V%MXOX1IV,98Z8@XDEA3+$BOPWU;:COSZ6^MVF,2|^1Z%#:;]3NA@"_*P&^DQ&F MJA#XWX;QK8GN'E$ \.N,DB^ATT\%O0\,KHWX_?)Z0)%HJ):-SVYM_<@%:7 M>,A;\Q!MTIO)/"3$T-4Y;6X70M.!T'2ZP_(2IS-TC?J=;Z;I'> M4+E[6.MXA(F&?K=R@NK%\INRP!;HJ/3[A"S2RP*NW):N31TB2\091#H$E=% M^%T!^$7:783I%7&U2M#8A/+Z_74DF,6=_4+)'*\D-L#U_.O=9]ME.X)5QC7#.LT(LG]HG/:FR!-F,8T'#56NR4J4'FN^[B]KZ1QJ7)N; F+U:OOMBP^:8F/DU^8=]WW769[>XOE];ET1[XBN&+$ETZI9=H+O5MM11@+F$1(%SV!_ M])@_;B(G7).'!.,_1]C6)G5V7.H-2?6;\?GWRUL]NNAACG"@PC+3T-V4[,]| M6[N1")0!GTTE(FIFV-JZ^7)S+A"WZ,L$A83HFYD*S9IL&?E,Q54'7@/,#%,L MG*H GM^@;M-'UI#/RB,>ZTCJ?.Q4XTU(PJG.4D)/#LM1TOH=6PJL"F3)(IK M[4@] VZ@R4_&*ID6,_-$ ^&<4#_DIV@.I,U[P:@O#DIU3^\%84/6L_2HR,S, MK3N7+J(4)A^;9.B>!G=N]SVXOG?D4ES(G%%AJ(+52RF/4<@'/&RP@S>0,4 MOQK0RNYD2T=7+-FD]_>>V\U6@P7R\KE1*O;/-0-I7/1&4W;3SEY72[KM=9]B M_4*53/W4+T'1-RFYN1[UIRDW:XY 9[2G1(3HO)_CMXR:4"WQ@JD MX83$+!8NU7JGN,5J1OMR.F5'R36,CBH&5G0R/ +, (J/G.]_:A4+_2!2:XT5 M%E\-''*BM+OHYUD4SPC#+56'TU!R'H2YM+5M*[NRZ*1 M '<7]$U00]9#C&E@L"^"T8\D,UD+?^Z#9_M (6S85N,02V8(#0V73P"JJ1'&N0!O2'M,'B,M=P_(H+W(ZP.&.QVLCR@PXPIZS1CHC/=+7YTR'73&H>I)D5)V"YD5D$P M_==N?W=W@-H#NP\V9LGWI.Z\V]1M7O:LKS6.C(\R,-2.#C/0 M*?-9M, &,_#M>^+W%/1T@0ZX,D-LZCQ/@T@/52;85TZW%T*$K:J[D(?;:0I> MK!^^\@Q@U"5'-QYV08^7W-+(_(;-2:? U@OC'GVZ^Y-(;_02Q9:C.'5.[;9&M4R@30A%-,*04L0O/P!^,%1@&B>W?X!WY2-L@FA789VJ3Q3(O#*:I5NSK$]X@ MUJ]!B*N6K7V:((QSE1.6WB2:8(-&E:&L%5OPEM0_<9YF%O7-MIPPGB+&%3^ZT[6N9%=>5V%$=9%5"A= H=+3^;Z-"W5?![_],9RXJ3.S]\ M.CX[%8-G??'N^/)P=-(R/!V=O;]\3%V-Y&KFNDZN>@JT'JA\G2RU+X;L]\>%M5*RMZB))'@4?G;*!?C(*L3A,,*2;'O%LB#R/EA$FQ";?9[_@.;*N8X50FF5L M4#5O9BJIHE:. V&O&8[Z$?)XS76B&^*.YJD4Y-"W,,QCKQW)Q_.[T)0+C6^9M3AZU$V#<27QOQ/19*(IR!QA4!W]89=.EL.PD>6PC@V\,D1/J*H8;J_H[G4] M,W(-V@Y?+WIB;W?PG*.'8Q5@G%G9URP7:6*3-VK$:WUR)!=Y"P@%]&@(3O@ MP. \,)AD*X8DIM,X" K/L=5I8K/A>:P3*>UR3A7DDD=SH-C$'.%CM_AY MG(9+ ^&=6S./?_C]02P,$% @LX!>67B;ML]/!P O!\ !< !X<&\R M,#(T<3,Q,"UQ97AX,S$Q+FAT;>59;7/;-A+ ^WE^!.G.I/4/)HB2_R8YGM]N0&(I8DP2+!*5G]]"P"D)$=2JKST/)K+3&B16"P6S^X^NR!O MJ'JAY32W M;#@8CMEO2C_(&0_C5Mf";CL]-Z?A_N;4+W*3*+&XO1%RQJ1X=23/1^EH,![%M@W.Z&&?9U>5@E(TO+Z^2\5E\,1Q<_3<^PE2(ASG&+@IZ=53*JI>36W]R,:SM M]5P*FT_BP> ?1U[N]B93E<5B&I/#SZ!C0Y.E1]OCA9Q6$[^?HS"U&TY5H?3D MQ<#_NW8CO8R7LEA,?O@@2S+L9Y[S]ZKDU0^1X97I&=(R"X)&_D&P">;YVWEK M+_04LJ+._GCHC+Y[S&4B+1O%_?BIQ>N]XGJ*C5M58Q;4KMF> FG2?[OQXZW& MOI[_^'^Q_LWKS_P_[\"7E0#PD^&X?W\Y;%N\^^R>Y7Q&3--,TAPY:W-IV*\UPB*8L'>4ZVTM9:ID/RI=LGC0^Y5E2D.,V.]!BA&V(MB_J;94)J1?OHC/!]>C01027&7L/[^\ MB]AJE?8!T]4!PC3LLW]R@ST"AG+!'BHU+TA,*0IHZ8"14%BQ4J__*.2R8KQ:ML*:RNB$8#$+TW @X,"MQIR4O6,93/-),EF<9?5_#EI:I6X#932%&!< M1]YS:7-LT-24>@,=WAJF*8%MSC!-L&2Q#L.!NGCT"1<3RV0%$)T_5J!%\"_$M,.S7QF6%[(#W)/3(*BT:EQIPS!I"$9PJ76[5P-6%A N5HECYO(7;?+0TPDI(MISAR$DT! 3A:P1M^,>/M2;G)65:HN>FB0--4&]LY%N+N8;;5D9KSC2=,1O6 M'J@_QWWVX+L15EDG<'IL3C\P]XYJ\#X"I3 KR?$=P M?%)(D[L93JQ$AKLL=_="FK10IL$\E_M:%<$9M58I"3PVI!C8"X(S \!WCVG.MJRFQUTBK|TT!B7C$>_'9,04KXC,1[L*M=#6Z"D'@]#.7>VNQ$7SE;-E[H>S) M0AD6ZGAJ/6(@X>K#%]>W\57_^8+@F)^PMV30Y0 ,SWE_[;G(T7"&[/_%,>+ M"0'U=J7 M*K14(#TFDGCDQ925'D]KF-8I?LZ96@JN'=C2[4K5T0MG;A!B=2'M+4854OA&VS2)D4*B+W$;D*$@>!*KG*;&.)+V@6\\H_L45X9@$%IL/ZE&+9=1 M4W#'3-B6-V)%]I@12L=ZQ<.OA)P@R /S27PQ63QOF"0?A\G>Z;81+?LGZMY! M@T";2>%B@1M5<<=(W"",7%EW_<*UZ)R%\)$\D86T"T?_VY9UH>O]ZET6HNZ) MZ%I;X(GOL=U0W>@:(6-\N4I3I84WP#<(4ZIOA0I$#D9<'RB\")J?$!T(75F# M>PXTM\3(#=C?C1>-SS8%'688*+6?8MME2:)>U9@_N"+?;:Z\/!TQ$WIM0X1/5 MV-T6[,-N?"E-KGW)_KJC8TG7&/D(IX $[/'>= L8=8O64AF+Y^Y(#ETFA:+ND'6\8TJ&&$$&?B3=&HYNMD/R)PQU&JF9IUTFP*N=F689<[OJ8(N%)S>/1$LX"YXH'*MKCQT?RT5=#]%5Q M]+QMYME7M)G^W"VZ*(Q6:>:R?CT25AGG?/D9M6FCB5A:Q|%(6*7-LASX!U!9 MXB!JB3[!:.8E"P7'C0L(^K^08\0(^,8ZB\->U,UV0T^^-A/D^H)LJ]0>5D\/M M)E_CG.8*MH0O77_L.NU4$!'OJ7S9UK/BT?86CV^RFLB[4@C ZSU7(M9_XD/.#.;U)$^AL@?VOHAGM!%U[M[>/QLQTOF:WO7UOY!,%'N@?K"UX;FG0_ MKL&*=<$?&UEY&_&QUOO[HJQ5I5]@YM@59;]=Q*\7AE>OI?N#\&K?:OP7WN]Y\.6.Q3J=/W"=%A_>B$UQU34+:)HZK_]ZDY"/$U1E[XZ_J[!F7 ?5M8MVO#SGQ5JI-4=IUFWR8/![,_'Z6"@>>)-+RMC=(Z6-.QJQ=Z'E^G^'Y?B7< !' M1=G YN1+P-ESQX&*UQU34+:)HZK_]ZDY"/$U1E[XZ_J[!F7 ?5M8MVO#SGQ5JI-4=IUFWR8/![,_'Z6"@>>)-+RMC=(Z6-.QJQ=Z'E^G^'Y?B7< !' M1=G YN1+P-ESQX&*UQU34+:)WJ%)35!7NRI]23W;\&5'@P3GUM6A+[5O_MIEPKXU_43\+KO!EM?&5>49 O9H/5%)Z AQJ[>]JN3[<[/UFWU_#U_-1_M?\3 M4$L#!!0 (+. 7EF#/=4=20< +\? 7 >'!O,C R-'$S,3 M<65XM>#,Q,BYH=&WE66UOVS@2_KZ_@IOBN@D@,[;3.%DG#=#K"Q A]6U#B MR"(BD5J2LN/[!?>0E&RGMKONRVU@;(#8EC@<#I^9>68HW12N*F]O"N+B]H>; M'WL]]EIG347*L&#DM'!L-1N?LHS;W(2I$([SK%N4].*HDJI7D%]_4BKJJ.!^.O-%O'@J9M2L?.AOW18XO7=\W-%!MWNL8L]%VS/0/29/[OQ]O-?[5F_O7KYX>[= M+_M;_T2VWB7L7UB0?906NFS",C).Y@OF"NZ>/[NXNMYG ^,,?:D$D)^,SON7M%T^VIV&?W;&"SX@9FDF.(VE=(2W[K>$&4$%NVNJM7%,*_96FXH-![W76*X- MQ(C]$:4882N"_9MJ1U5*YOFSX7AP?39(8H;KG/WGUW<)NU-9'S#]?(PC?KL MG]QBCX"A6K![]><^D*;-#6E 4#O=X: MIFF!;Q)ZLK* MQJ<&'+.&4 *G2I];-7#U(>%#I2Q7/F_AMI\LC; 2TBM.O$130@"_UO!&6,X&M>S)N"Y;7>FZ[*# TE=89CH6XOQGMAI7)FC-M9\R&M0?JS_,^^_!H\\^?78V& ME]>V]5A+WC[$=9Y+7![;DX#,'>.&@@^ J4S!^)IO"(Y/2VD+/\.+5Q4OIB[2*0>#U,Y\[:[$1?>5MV7NA_-%".1;J>`T]8B#AZ\-7 MU[?SG_M/%P3'_(2])HLV!V $SOMS3R6>CC/>V/VG>%Y,":BW*T6FU8V! J37M3-J0M) B%?3XCF&5NN48:CDP8TMU:Y4V.]28^MX'10XIK2S (/7:85*.6RZPIN6R2ZUA8$XGMH-U0WID;(MV%"NLDP;$0P(#<*4%*I0BS'C9A%SSMX%&>HT#+&;9MMQ3:9:W9@SOBY?;:&\(!$Y'W-E;X5#=NMP7[L:M?2I-O7_(_M[^A8VC5&(<(I(@%[@C?] H?G48&.CV!M@N[;K9HAI&MGOV"//=DK[.L,1[: M-6;=HK72UN&^/Y-#E\V@J#MD'>^8DB-&D(&?2+>&HQND<.+PAQ'5+.TZB585 MW"[+D,_=$%,DJD%/%K"6>!<<4]E>_SX1#[Y9HB^*8Z>MLV\^(8V,YR[11>% MR2K-?-:O1\(JX[POOZ V;3012^LX&@FGC5V6@W #*BL<1!W19S@MU2@X?EQ(MV!>4"'>0"'64Q2^?3O3!3G]T4B8'P*Z45DX]pP<;C?Y$N5+Q:?L(Q[39355=Z@5A=%[HF_,\47C G=^EB/0W0]^MT(WV@8X^VMQ'XQ<[GC*[T+^V\BF"CTP/UI>\MC3I?ER#%>N2+R92!4O"I.M6 M>ZJ=TU588.;9%66O722L%X=7S_7[@_ALWQG\BV[E=K@?ADZ=V!P;G_6'X]'.MX4%_N'/LGYB#&USGR(GP^>MB^C+COBTL;?^:%0HW-^O,TZW9Y M,*#]!4 -#!:O"DDY>[MDT'>QZ?J[PW+\:SR" Y$-;$Z^!IP]=QS)^(DV_1J5 M/'2:[!W:U\25M7LG]6C'7Q_% 9S34(VV5+_UU\JUMN%1_20^T)O1QHOF%0>% M$IB*AQNZ?L>GN!\ZUU^QE?H)^&%_?_U:!+ P04 " "S@%Y91HE@ MA!D$"X#P %P 'AP;S(P,C1Q,S$P+7%E>'@S,C$N:'1MY5=;3^,X%'[? M7W&V:!F0FC1)+T!:D%"GB#[LE 'F\K9R$J>U<.R,XT"SOWZ/G0;*=(J8%3.S M:/M0-3VW[_MLGQ./%CKC;Z-%RKC;J- 0*THT3: LF)C#IX06 M-^ X*Z^QS"O%Y@L-@1?TX)-4^R6U';--*=6R14223ZF24L%M@ MR7&+]8\2OY<U8L+\I8D)XM|O%NA1?S<"9H@]\/#.C)4+@B*B*'"%LYLR6D%[I$VEL#S@N],02829!T&/?>@C__XT]7[)OBLD_^<+\-"ZIH5 $&M;996;8A(@7FE@*R"&R'O.$WFU!0FVE9_7Q*%^Q&%N:2Y5-JXGDF5@>\Y[QL6 MJRKWVGVI@X B] 2YHQQ91%7-ONNUZWFPCK-.WL"$M.18T6#+!%+{ MB,F)U84FS*C.A#6N!$@),W+DBA8&1MN8">> 8;CQ"$>018ZXBGKY4B:(B,W_ MF#!A-K6IB5XEKUG(G"I;L_A*4'?C&+WTT0B>=31J?9]UIGU[?

C6),&W,D52X M@QT$RTE>T+#¥,4Q8D7-2A4S8DC9HN$H62:UE%F((&-Z;O1H3OFJ0MF/4YH>1 M[GKU6-P;"P MW_ G44S".7[?W, ^OEY5EM? WL[LR1]^0L@8;DJ]'LQ^OT:J38,@3_[[+L72B& M@R;'2;.AS?Z_$>>9C.M6_(M(O\6AN[O3/QS"+-82WS&@>;UXQ/@[=H$5IV-G MT3=&W? I]$E\/[3@/%>7$J+UQPWQH07:8>0\A),(^5.KM(=MN!%NOJZOO^N;< ML3?V?P!02P,$% @ LX!>6<(GE505! N@\ !< !X<&\R,#(T<3,Q M,"UQ97AX,S(R+FAT:>5774_C.:1]WU|QMV@9D)HT23^ MB"A3JNI9D098,6^ MK9S8:2T<.V.[0/:7[XW30)E.$;-B9Q9M'ZJF]^N+BPF3@9+ABA)[_ M?_4\>*^29<:DA40S8AF%I>%R#M>4F1OPO)772.6%YO.%A2B(.G"M] V_)97= MARU79!@K6IP,*;\%3H\;G))NQ+]'T1&EI!-&8=RE28_VDJ.D MEW:"A/X9-C 4W:L88PO!CAL9E]Z"E?7[!U%N!W>5H^%\,,2$\|WBWPHMY!)>LQA|&)>CQ_8+'W$([\J.G MB-=9$SU'XE;E&(5IU[G]#33/PG\;'QQ-9U,1Z=7T]D9S"9P]6$,HP_3\00F MT[/3L]'T]!/^C1[CBS='[GRIS9)@7:L@/(3?_4M_Y,,E2RQ7D+D*.B!2L$N&%P2'1/)C#>[%ZR T\26EB@(OK,] MN:3(NA]U_(-N_N_OKLXWN5\JP40!J=*.&_+/E<'TR"A162Z*\H2[XW;QW H# M>2T%FS!M.I96$K(;]>X$HW-6%B;65?^| M)!K[$86Y8+G2MG2=*)U!&'B?:Q.K*@_.:?;F"@'"%TBMQ1CBQFNF+?#IK5/%C' M626O84*Z%%C1R5NT?T'A5FRU-R6 M;<;WR8+ (.:ME#H_:'2"2/K+E$BEDI,R)U:4EO%2=2V=<"9 27LJ1:V9*&,W2 M3(0 #,/&PT5!0XZX3+5\Z<-B84+*7>JR)GHM1<5"Y4R[FN8K0?V-;?3:6R-Z MT=:H]'W1G@[=_K4D%JPVQTIC!WL(5I#<8WR^|)Y M?3@*EF[JJ/(??](&53MU#@;&?<-'K S7W&!2\|!@KZO+JO|<>^9(5@E.H6;Y M9D3[4*]&2VVC,'_NRQ[YYJC(#DJL]'-_C\1YX6,J\/X)Y%^CV-W=Z=[.(!9 M8A6^94#]@O&$\7=T@1.GY:,1-X;=^HT27Q#=0.]K)G" W[*. ^;C&>3&6? 8 M0F(\B)9V>\BV.\'6"^OJN[H[M]R=_6]02P$"% ,4 " "S@%Y9-GA]7X ' M 0 %.A, $ @ $ >'!O+3(P,C0P,3,P+FAT;5!+ 0(4 M Q0 (+. 7EG_'-D4$L! A0#% @ LX!>69;*D5J*&P 2P@! !0 M (!_!0! 'AP;RTR,#(T,#DS,%]C86PN>&UL4$L! A0#% @ MLX!>63SN_#J%-P]EX" !0 (!N# ! 'AP;RTR,#(T,#DS M,%]D968N>&UL4$L! A0#% @ LX!>652]L02[AP MN\ !, M (!;V@! 'AP;RTR,#(T,#DS,%]G,2YJ<&=02P$"% ,4 " "S@%Y9 MU:84VOG& >I < % @ &;\ $ >'!O+3(P,C0P,3,P7VQA M8BYX;6Q02P$"% ,4 " "S@%Y9]J..BNMS "_7 4 % M@ '&MP(>'!O+3(P,C0P,3,P7W!R92YX;6Q02P$"% ,4 " "S@%Y9);K# M=N(L #X70$ %P @ 'C*P, >'!O,C R-'$S,3 M<65X>#$P M,BYH=&U02P$"% ,4 " "S@%Y9>)NVST\' "\P %P M@ 'Z6 , >'!O,C R-'$S,3 M<65X>#,Q,2YH=&U02P$"% ,4 " "S@%Y9 M@SW5'4D' " 'P %P @ %^8 , >'!O,C R-'$S,3 M<65X M>#,Q,BYH=&U02P$"% ,4 " "S@%Y91HE@A!D$ "X#P %P M @ '\9P, >'!O,C R-'$S,3 M<65X>#,R,2YH=&U02P$"% ,4 " "S M@%Y9PB>55!4$ "Z#P %P @ %*; , >'!O,C R-'$S,3 M A<65X>#,R,BYH=&U02P4& P # > P E' # end XML 69 xpo-20240930_htm.xml IDEA: XBRL DOCUMENT 0001166003 2024-01-012024-09-30 0001166003 2024-10-25 0001166003 2024-09-30 0001166003 2023-12-31 0001166003 2024-07-012024-09-30 0001166003 2023-07-012023-09-30 0001166003 2023-01-012023-09-30 0001166003 2022-12-31 0001166003 2023-09-30 0001166003 us-gaap:CommonStockMember 2024-06-30 0001166003 us-gaap:AdditionalPaidInCapitalMember 2024-06-30 0001166003 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LaneGreenwich,CT06831855976-6951Common stock, par value $0.001 per shareXPONYSEYesYesLarge Accelerated Filerfalsefalsefalse116401890378000000412000000460000004500000001064000000097300000021200000020800000001654000000159300000001991619500000000-

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We use our proprietary technology to move goods efficiently through our customers' supply chains in North America and Europe. See Note 2—Segment Reporting for additional information on our operations. Strategic Developments In December 2023, we acquired 28 less-than-truckload ("LTL") service centers in the U.S. previously operated by Yellow Corporation. In connection with this transaction, we purchased 26 of the service centers and assumed existing leases for the other two locations. This strategic acquisition of assets aligns with our commitment to invest in expanding our LTL network capacity. Our Board of Directors has previously authorized the divestiture of our European business. There can be no assurance that the divestiture will occur, or of the terms or timing of a transaction. Basis of Presentation We prepared our Condensed Consolidated Financial Statements in accordance with U.S. generally accepted accounting principles ("GAAP") and on the same basis as the accounting policies described in our Annual Report on Form 10-K for the year ended December 31, 2023 (the "2023 Form 10-K"). The interim reporting requirements of Form 10-Q allow certain information and note disclosures normally included in annual consolidated financial statements to be condensed or omitted. These Condensed Consolidated Financial Statements should be read in conjunction with the 2023 Form 10-K. The Condensed Consolidated Financial Statements are not audited but reflect all adjustments that are of a normal recurring nature and are necessary for a fair presentation of the financial condition, operating results and cash flows for the interim periods presented. Operating results for the three and nine months ended September 30, 2024 are not necessarily indicative of the results that may be expected for the year ending December 31, 2024. The historical results of operations and financial positions of RXO, Inc., GXO Logistics, Inc. and our intermodal operation are presented as discontinued operations and, as such, have been excluded from both continuing operations and segment results for all periods presented. Within the Condensed Consolidated Financial Statements and associated notes, certain amounts may not add due to the use of rounded numbers. Percentages presented are calculated from the underlying numbers in millions. Restricted Cash As of September 30, 2024 and December 31, 2023, our restricted cash included in Other long-term assets on our Condensed Consolidated Balance Sheets was $7 million. Trade Receivables Securitization and Factoring Programs We sell certain of our trade accounts receivable on a non-recourse basis to third-party financial institutions under factoring agreements. We also sell trade accounts receivable under a securitization program for our European Transportation business. We use trade receivables securitization and factoring programs to help manage our cash flows and offset the impact of extended payment terms for some of our customers. The maximum amount of net cash proceeds available at any one time under our securitization program, inclusive of any unsecured borrowings, is €200 million (approximately $223 million as of September 30, 2024). As of September 30, 2024, the maximum amount available under the program was utilized. The weighted average interest rate was 5.37% as of September 30, 2024. The program expires in July 2026. Information related to the trade receivables sold was as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:41.848%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.521%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.521%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.521%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.525%"></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="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In millions)</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:top">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:top">2023</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:top">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:top">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Securitization programs</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Receivables sold in period </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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">440 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,339 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,362 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Cash consideration </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">440 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">452 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,339 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,362 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Factoring programs</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 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1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">61 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-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 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Fair Value Measurements Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. 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The Level 1 cash equivalents include money market funds valued using quoted prices in active markets and a cash deposit for the securitization program. The fair value hierarchy of cash equivalents was as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:58.034%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.720%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.720%"></td><td style="width:0.1%"></td><td style="width:0.1%">

</td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.723%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In millions)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Carrying Value</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Level 1</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">336 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">336 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">336 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">December 31, 2023</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">369 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">369 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">369 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> We measure Level 1 equity investments at fair value on a recurring basis using quoted prices in active markets. As of September 30, 2024, the value of our equity investment was $3 million and is reflected within Other current assets on our Condensed Consolidated Balance Sheets. During the three and nine months ended September 30, 2024, we recognized a gain on equity investments of $9 million and $13 million, respectively, in Corporate. These amounts are included in Other income on our Condensed Consolidated Statements of Income. For information on the fair value hierarchy of our derivative instruments, see Note 5—Derivative Instruments and for information on financial liabilities, see Note 6—Debt. Accounting Pronouncements Issued but Not Yet Effective In December 2023, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2023-09, “Income Taxes (Topic 740): Improvements to Income Tax Disclosures.” The ASU modifies income tax disclosures by requiring (i) consistent categories and greater disaggregation of information in the rate reconciliations and (ii) the disclosure of income taxes paid disaggregated by jurisdiction, among other requirements. This ASU is effective for annual periods beginning in 2025, and should be applied on a prospective basis, with the option to apply retrospectively. Early adoption is permitted. We are currently evaluating the impact of the new standard, which is limited to financial statement disclosures. In November 2023, the FASB issued ASU 2023-07, “Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures.” The amendments in the ASU increase reportable segment disclosure requirements primarily through enhanced disclosures about significant segment expenses. In addition, the amendments enhance interim disclosure requirements, clarify circumstances in which an entity can disclose multiple segment measures of profit and loss, and provide new segment disclosure requirements for entities with a single reportable segment, among other disclosure requirements. This ASU is effective on a retrospective basis for annual periods beginning in 2024, and for interim periods beginning January 1, 2025. Early adoption is permitted. We are currently evaluating the impact of the new standard, which is limited to financial statement disclosures28262 Basis of Presentation We prepared our Condensed Consolidated Financial Statements in accordance with U.S. generally accepted accounting principles (“GAAP”) and on the same basis as the accounting policies described in our Annual Report on Form 10-K for the year ended December 31, 2023 (the “2023 Form 10-K”). The interim reporting requirements of Form 10-Q allow certain information and note disclosures normally included in annual consolidated financial statements to be condensed or omitted. These Condensed Consolidated Financial Statements should be read in conjunction with the 2023 Form 10-K. The Condensed Consolidated Financial Statements are not audited but reflect all adjustments that are of a normal recurring nature and are necessary for a fair presentation of the financial condition, operating results and cash flows for the interim periods presented. Operating results for the three and nine months ended September 30, 2024 are not necessarily indicative of the results that may be expected for the year ending December 31, 2024. The historical results of operations and financial positions of RXO, Inc., GXO Logistics, Inc. and our intermodal operation are presented as discontinued operations and, as such, have been excluded from both continuing operations and segment results for all periods presented. Within the Condensed Consolidated Financial Statements and associated notes, certain amounts may not add due to the use of rounded numbers. Percentages presented are calculated from the underlying numbers in millions. 700000070000000 Trade Receivables Securitization and Factoring Programs We sell certain of our trade accounts receivable on a non-recourse basis to third-party financial institutions under factoring agreements. We also sell trade accounts receivable under a securitization program for our European Transportation business. We use trade receivables securitization and factoring programs to help manage our cash flows and offset the impact of extended payment terms for some of our customers. 2000000002230000000.0537 Information related to the trade receivables sold was as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:41.848%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.521%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.521%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.521%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.525%"></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="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In millions)</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:top"><span

*style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-height:100%">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:top">2023</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:top">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:top">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Securitization programs</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Receivables sold in period </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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">440 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,339 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,362 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Cash consideration </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">440 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">452 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 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4400000004520000001339000000136200000044000000045200000013390000001362000000200000002300000061000000810000002000000*
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•Level 2—Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs are observable in active markets; and •Level 3—Valuations based on inputs that are unobservable, generally utilizing pricing models or other valuation techniques that reflect management's judgment and estimates. We base our fair value estimates on market assumptions and available information. The carrying values of cash and cash equivalents, accounts receivable, accounts payable, accrued expenses and current maturities of long-term debt approximated their fair values as of September 30, 2024 and December 31, 2023 due to their short-term nature and/or being receivable or payable on demand. The Level 1 cash equivalents include money market funds valued using quoted prices in active markets and a cash deposit for the securitization program. 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style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">336 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">December 31, 2023</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">369 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">369 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">369 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The fair value of our debt and classification in the fair value hierarchy was as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:58.515%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.560%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.560%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.562%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In millions)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Level 1</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Level 2</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,616 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">2,276 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,340 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">December 31, 2023</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,583 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,235 </td><td

style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,348 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 336000000336000000336000000369000000369000000369000000300000090000001300000000 Accounting Pronouncements Issued but Not Yet Effective In December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures." The ASU modifies income tax disclosures by requiring (i) consistent categories and greater disaggregation of information in the rate reconciliations and (ii) the disclosure of income taxes paid disaggregated by jurisdiction, among other requirements. This ASU is effective for annual periods beginning in 2025, and should be applied on a prospective basis, with the option to apply retrospectively. Early adoption is permitted. We are currently evaluating the impact of the new standard, which is limited to financial statement disclosures. In November 2023, the FASB issued ASU 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures." The amendments in the ASU increase reportable segment disclosure requirements primarily through enhanced disclosures about significant segment expenses. In addition, the amendments enhance interim disclosure requirements, clarify circumstances in which an entity can disclose multiple segment measures of profit and loss, and provide new segment disclosure requirements for entities with a single reportable segment, among other disclosure requirements. This ASU is effective on a retrospective basis for annual periods beginning in 2024, and for interim periods beginning January 1, 2025. Early adoption is permitted. We are currently evaluating the impact of the new standard, which is limited to financial statement disclosuresSegment Reporting We are organized into two reportable segments: North American LTL, the largest component of our business, and European Transportation. In our North American LTL segment, we provide shippers with geographic density and day-definite domestic and cross-border services to the U.S., as well as Mexico, Canada and the Caribbean. Our North American LTL segment also includes the results of our trailer manufacturing operations. In our European Transportation segment, we serve an extensive base of customers within the consumer, trade and industrial markets. We offer dedicated truckload, LTL, truck brokerage, managed transportation, last mile, freight forwarding, warehousing and multimodal solutions, such as road-rail and road-short sea combinations. Corporate includes corporate headquarters costs for executive officers and certain legal and financial functions, and other costs and credits not attributed to our reportable segments. Our chief operating decision maker ("CODM") regularly reviews financial information at the operating segment level to allocate resources to the segments and to assess their performance. We include items directly attributable to a segment, and those that can be allocated on a reasonable basis, in segment results reported to the CODM. We do not provide asset information by segment to the CODM. Our CODM evaluates segment profit (loss) based on adjusted earnings before interest, taxes, depreciation and amortization ("Adjusted EBITDA"), which we define as income from continuing operations before debt extinguishment loss, interest expense, income tax provision, depreciation and amortization expense, transaction and integration costs, restructuring costs and other adjustments. Segment Adjusted EBITDA includes an allocation of corporate costs. Selected financial data for our segments is as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:41.207%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.521%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.521%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.521%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.526%"></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="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in millions)</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="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:top">Revenue</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">North American LTL</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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,251 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,228 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">3,743 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">3,484 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">European Transportation</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">803 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">752 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times

New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">2,407 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,320 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;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-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,053 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,980 </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">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">6,150 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">5,804 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:11pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Adjusted EBITDA</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">North American LTL</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">284 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">241 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">836 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">631 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">European Transportation</td><td colspan="3" style="background-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 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-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 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">131 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">127 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Corporate</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(7) </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(26)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Total Adjusted EBITDA</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">333 </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">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 colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">964 </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">732 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Less:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Debt extinguishment loss</td><td colspan="3" style="background-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">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-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 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Interest expense </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">56 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">41 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">170 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">126 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Income tax provision</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></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">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">60 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-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 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Depreciation and amortization expense</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">126 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">110 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">365 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">318 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><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"> Transaction and integration costs (1) </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">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">47 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"> Restructuring costs (2) </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"

style="background-color:#ceceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">35 </td><td style="background-color:#ceceff;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">Other</td><td colspan="3" style="background-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 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-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 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceceff;padding:2px 1pt;text-align:left;vertical-align:top">Income from continuing operations</td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td style="background-color:#ceceff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">95 </td><td style="background-color:#ceceff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td style="background-color:#ceceff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">86 </td><td style="background-color:#ceceff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td style="background-color:#ceceff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">312 </td><td style="background-color:#ceceff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td style="background-color:#ceceff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ceceff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">134 </td><td style="background-color:#ceceff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:11pt"><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;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:#ceceff;padding:2px 1pt;text-align:left;vertical-align:top">Depreciation and amortization expense</td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">North American LTL</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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">89 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">75 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">257 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 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">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:#ceceff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">European Transportation</td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">36 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">35 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">106 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">100 </td><td style="background-color:#ceceff;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">Corporate</td><td colspan="3" style="background-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">3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-

align:right;vertical-align:bottom">4 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Total</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">126 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">110 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">365 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">318 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> (1) Transaction and integration costs for the periods ended September 30, 2024 and September 30, 2023 are primarily comprised of stock-based compensation for certain employees related to strategic initiatives. Transaction and integration costs for the three months ended September 30, 2024 and 2023 include $1 million and $1 million, respectively, related to our European Transportation segment, and $12 million and $7 million, respectively, related to Corporate. Transaction and integration costs for the nine months ended September 30, 2024 and 2023 include $1 million and $0 million, respectively, related to our North American LTL segment, $2 million and $2 million, respectively, related to our European Transportation segment, and $36 million and $45 million, respectively, related to Corporate. (2) Restructuring costs for the three months ended September 30, 2024 and 2023 include $2 million and $1 million, respectively, related to our European Transportation segment, and $1 million and $0 million, respectively, related to Corporate. Restructuring costs for the nine months ended September 30, 2024 and 2023 include $2 million and $10 million, respectively, related to our North American LTL segment, $13 million and $9 million, respectively, related to our European Transportation segment, and $2 million and $16 million, respectively, related to Corporate. See Note 4— Restructuring Charges for further information on our restructuring actions.</div>Segment Reporting<div style="margin-top:6pt">We are organized into two reportable segments: North American LTL, the largest component of our business, and European Transportation.</div><div style="margin-top:6pt">In our North American LTL segment, we provide shippers with geographic density and day-definite domestic and cross-border services to the U.S., as well as Mexico, Canada and the Caribbean. Our North American LTL segment also includes the results of our trailer manufacturing operations.</div><div style="margin-top:6pt">In our European Transportation segment, we serve an extensive base of customers within the consumer, trade and industrial markets. We offer dedicated truckload, LTL, truck brokerage, managed transportation, last mile, freight forwarding, warehousing and multimodal solutions, such as road-rail and road-short sea combinations.</div><div style="margin-top:6pt">Corporate includes corporate headquarters costs for executive officers and certain legal and financial functions, and other costs and credits not attributed to our reportable segments.</div>2<div style="margin-top:6pt">Selected financial data for our segments is as follows:</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:41.207%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.521%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:1.0%"></td><td style="width:12.521%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.521%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.526%"></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="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in millions)</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="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:top">Revenue</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:top">North American LTL</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">1,251 </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 style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,228 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">3,743 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">3,484 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">European Transportation</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">803 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">752 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,407 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,320 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Total</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,053 </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">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,980 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">6,150 </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">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">5,804 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:11pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Adjusted EBITDA</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">North American LTL</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">284 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">241 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">836 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">631 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">European Transportation</td><td colspan="3" style="background-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 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-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 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">131 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">127 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Corporate</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(7)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2"

style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(26)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Total Adjusted EBITDA</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">333 </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">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 colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">964 </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">732 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Less:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Debt extinguishment loss</td><td colspan="3" style="background-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"

style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">47 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"> Restructuring costs (2) </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">35 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Other</td><td colspan="3" style="background-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 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-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 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Income from continuing operations</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">95 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">86 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">312 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">134 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:11pt"><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;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><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Depreciation and amortization expense</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">North American LTL</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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">89 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">75 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">257 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 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">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:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">European Transportation</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">36 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">35 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">106 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td

colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">100 </td><td style="background-color:#ccceff;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">Corporate</td><td colspan="3" style="background-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">3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:top">Total</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">126 </td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">110 </td><td style="background-color:#ccceff;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:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">365 </td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">318 </td><td style="background-color:#ccceff;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) Transaction and integration costs for the periods ended September 30, 2024 and September 30, 2023 are primarily comprised of stock-based compensation for certain employees related to strategic initiatives. Transaction and integration costs for the three months ended September 30, 2024 and 2023 include $1 million and $1 million, respectively, related to our European Transportation segment, and $12 million and $7 million, respectively, related to Corporate. Transaction and integration costs for the nine months ended September 30, 2024 and 2023 include $1 million and $0 million, respectively, related to our North American LTL segment, $2 million and $2 million, respectively, related to our European Transportation segment, and $36 million and $45 million, respectively, related to Corporate. (2) Restructuring costs for the three months ended September 30, 2024 and 2023 include $2 million and $1 million, respectively, related to our European Transportation segment, and $1 million and $0 million, respectively, related to Corporate. Restructuring costs for the nine months ended September 30, 2024 and 2023 include $2 million and $10 million, respectively, related to our North American LTL segment, $13 million and $9 million, respectively, related to our European Transportation segment, and $2 million and $16 million, respectively, related to Corporate. See Note 4— Restructuring Charges for further information on our restructuring actions.

1251000000122800000037430000003484000000803000000752000000240700000023200000002053000000198000000061500000005804000070000003000000260000003330000002780000009640000007320000000023000000560000004100000017000000012600000040000000310000006000000048000000126000000110000000365000000318000000130000008010000000100000009500000086000000312000000134000000890000007500000025700000021400000036000000350000001060000001000000001000000030010Recognition Disaggregation of Revenues Our revenue disaggregated by geographic area based on sales office location was as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.679%"><tr><td style="width:1.0%"></td><td style="width:55.973%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.603%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.404%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.603%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.404%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.603%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="width:1.0%"></td><td style="width:12.410%"></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">Three Months Ended September 30, 2024</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In millions)</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">North American LTL</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">European Transportation</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top">Revenue</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ccceff;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:top">United States</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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,224 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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="3" style="display:none"></td><td colspan="3" style="display:none"></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">1,224 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:top">North America (excluding United States)</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:top">France</td><td colspan="3" style="background-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">320 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">320 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:top">United Kingdom</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">269 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">269 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:top">Europe (excluding France and United Kingdom)</td><td colspan="3" style="background-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">214 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">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="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Total</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,251 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">803 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">2,053 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.679%"><tr><td style="width:1.0%"></td><td style="width:55.973%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.603%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.404%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.603%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.404%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="width:0.1%"></td><td style="width:0.603%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.410%"></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">Three Months Ended September 30, 2023</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In millions)</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">North American LTL</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">European Transportation</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></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">Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top">Revenue</td><td

colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:top">United States</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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,202 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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="display:none"></td><td colspan="3" style="display:none"></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">1,202 </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:#cceeff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:top">North America (excluding United States)</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:top">France</td><td colspan="3" style="background-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">309 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">309 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:top">United Kingdom</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">232 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">232 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:top">Europe (excluding France and United Kingdom)</td><td colspan="3" style="background-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">211 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">211 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Total</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,228 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">752 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,980 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.679%"><tr><td style="width:1.0%"></td><td style="width:55.973%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.603%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.404%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.603%"></td><td style="width:1.0%"></td><td style="width:12.404%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.603%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="width:1.0%"></td><td style="width:12.410%"></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">Nine Months Ended September 30, 2024</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In millions)</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">North American LTL</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">European Transportation</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top">Revenue</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ccceff;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:top">United States</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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">3,662 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">3,662 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:top">North America (excluding United States)</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">81 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">81 </td><td style="background-color:#ccceff;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:top">France</td><td colspan="3" style="background-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">984 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">984 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:top">United Kingdom</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">766 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">766 </td><td style="background-color:#ccceff;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:top">Europe (excluding France and United Kingdom)</td><td colspan="3" style="background-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">657 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">657 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:top">Total</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;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:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,743 </td><td style="background-color:#ccceff;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:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;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:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,407 </td><td style="background-color:#ccceff;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:#ccceff;padding:0

1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="background-color:#ccceff;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:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">6,150 </td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:6pt;text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.679%"><tr><td style="width:1.0%"></td><td style="width:55.973%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.603%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.404%"></td><td style="width:0.1%"></td><td style="width:0.603%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.404%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="width:0.1%"></td><td style="width:0.603%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.410%"></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">Nine Months Ended September 30, 2023</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In millions)</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">North American LTL</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">European Transportation</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></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">Total</td></tr><tr><td colspan="3" style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top">Revenue</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;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:top">United States</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">3,411 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">3,411 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:top">North America (excluding United States)</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">73 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">73 </td><td style="background-color:#ccceff;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:top">France</td><td colspan="3" style="background-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">980 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">980 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:top">United Kingdom</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">682 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">682 </td><td style="background-color:#ccceff;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:top">Europe (excluding France and United Kingdom)</td><td colspan="3" style="background-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">658 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">658 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Times New

Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Total</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,484 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,320 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">5,804 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:6pt">Our revenue disaggregated by geographic area based on sales office location was as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.679%"><tr><td style="width:1.0%"></td><td style="width:55.973%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.603%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.404%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.603%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.404%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.603%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="width:1.0%"></td><td style="width:12.410%"></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">Three Months Ended September 30, 2024</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In millions)</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">North American LTL</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">European Transportation</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top">Revenue</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:top">United States</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">1,224 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,224 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:top">North America (excluding United States)</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:top">France</td><td colspan="3" style="background-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">320 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">320 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:top">United Kingdom</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">269 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">269 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Times New

Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Europe (excluding France and United Kingdom)</td><td colspan="3" style="background-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">214 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">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="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Total</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,251 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">803 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">2,053 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.679%"><tr><td style="width:1.0%"></td><td style="width:55.973%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.603%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.404%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.603%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.404%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="width:0.1%"></td><td style="width:0.603%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.410%"></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">Three Months Ended September 30, 2023</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In millions)</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">North American LTL</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">European Transportation</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></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">Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top">Revenue</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:top">United States</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">1,202 </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 style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,202 </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:#cceeff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:top">North America (excluding United States)</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:top">France</td><td colspan="3" style="background-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">309 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">309 </td><td style="background-color:#ffffff;padding:2px 1pt 2px

0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:top">United Kingdom</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">232 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">232 </td><td style="background-color:#ccceff;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:top">Europe (excluding France and United Kingdom)</td><td colspan="3" style="background-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">211 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">211 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:top">Total</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,228 </td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">752 </td><td style="background-color:#ccceff;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="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;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:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,980 </td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="text-align:center"> <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.679%"><tr><td style="width:1.0%"></td><td style="width:55.973%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.603%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.404%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.603%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.404%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.603%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="width:1.0%"></td><td style="width:12.410%"></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">Nine Months Ended September 30, 2024</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In millions)</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">North American LTL</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">European Transportation</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top">Revenue</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:top">United States</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">3,662 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">3,662 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:top">North America (excluding United States)</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">81 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3"

style="display:none"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">81 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:top">France</td><td colspan="3" style="background-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">984 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">984 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:top">United Kingdom</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">766 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">766 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:top">Europe (excluding France and United Kingdom)</td><td colspan="3" style="background-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">657 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">657 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Total</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,743 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,407 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">6,150 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:6pt;text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.679%"><tr><td style="width:1.0%"></td><td style="width:55.973%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.603%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.404%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.603%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.404%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="width:0.1%"></td><td style="width:0.603%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.410%"></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">Nine Months Ended September 30, 2023</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In millions)</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">North American LTL</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">European Transportation</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></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">Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top">Revenue</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:top">United States</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">3,411 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 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="display:none"></td><td colspan="3" style="display:none"></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">3,411 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:top">North America (excluding United States)</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">73 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">73 </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:top">France</td><td colspan="3" style="background-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">980 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">980 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:top">United Kingdom</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">682 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">682 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:top">Europe (excluding France and United Kingdom)</td><td colspan="3" style="background-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">658 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">658 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Total</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,484 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,320 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">5,804 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 12240000000122400000027000000027000000032000000032000000002690000002690000000214000000214000000125100000008030000002Charges We engage in restructuring actions as part of our ongoing efforts to best use our resources and infrastructure. These actions generally include severance and facility-related costs, including impairment of lease assets, as well as contract termination costs, and are intended to improve our efficiency and profitability. Our restructuring-related activity was as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:25.983%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.124%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.720%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.720%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.720%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.448%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="18" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30, 2024</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">(In millions)</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">Reserve Balance
as of
December 31, 2023</td><td colspan="3" style="background-

color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Charges Incurred</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;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">Payments</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;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">Foreign Exchange and Other</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:2px 1pt;text-align:center;vertical-align:bottom">Reserve Balance
as of
September 30, 2024</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Severance</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">North American LTL</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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(2) </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 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 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">European Transportation</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(11)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Corporate</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(7)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="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">3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3"

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1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">(In millions)</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">Reserve Balance
as of
December 31, 2023</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Charges Incurred</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;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">Payments</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;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">Foreign Exchange and Other</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:2px 1pt;text-align:center;vertical-align:bottom">Reserve Balance
as of
September 30, 2024</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Severance</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">North American LTL</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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(2)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 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 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">European Transportation</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(11)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Corporate</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(7)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="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">3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none">

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

</td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:20.214%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.878%"></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="27" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</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 #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Derivative Assets</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Derivative Liabilities</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In millions)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Notional Amount</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">Balance Sheet Caption</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">Fair Value</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">Balance Sheet Caption</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">Fair Value</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:middle">Derivatives designated as hedges</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"

colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle">— </td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle">(39)</td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></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:31.432%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.233%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.329%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:6.592%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:20.214%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:6.595%"></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="27" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Derivative Assets</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Derivative Liabilities</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In millions)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Notional Amount</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">Balance Sheet Caption</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">Fair Value</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">Balance Sheet Caption</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">Fair Value</td></tr><tr><td colspan="3" style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:middle">Derivatives designated as hedges</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:middle">Cross-currency swap agreements</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:middle">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:middle">652 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:middle">Other current assets</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:middle">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:middle">Other current liabilities</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:middle">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:middle">(34)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:middle">Interest rate swaps</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">350 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:center;vertical-align:middle">Other current assets</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:center;vertical-align:middle">Other current liabilities</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(2)</td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times

New Roman',sans-serif;font-size:8pt;font-weight:400;line-height:100%">Interest rate swaps</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">200 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:middle">Other long-term assets</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:middle">Other long-term liabilities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle">Total</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle">— </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle">(36)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr></table> The derivatives are classified as Level 2 within the fair value hierarchy. The derivatives are valued using inputs other than quoted prices, such as foreign exchange rates and yield curves. The effect of derivative and nonderivative instruments designated as hedges on our Condensed Consolidated Statements of Income was as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:37.361%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.355%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.355%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.355%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.355%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.358%"></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="9" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Amount of Gain (Loss) Recognized in Other Comprehensive Income (Loss) on Derivatives</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Amount of Gain Reclassified from AOCI into Net Income</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Amount of Gain Recognized in Income on Derivative (Amount Excluded from Effectiveness Testing)</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="33" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In millions)</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">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><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">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:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Derivatives designated as cash flow hedges</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" 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style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(1)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(1)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 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">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 style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom">Derivatives designated as net investment hedges</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" 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style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(24)</td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">19 </td><td style="background-color:#ccceff;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:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#ccceff;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:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2 </td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ccceff;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:#ccceff;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:37.361%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.355%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.355%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.355%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.355%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td 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style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-height:100%">Amount of Gain Recognized in Income on Derivative (Amount Excluded from Effectiveness Testing)</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="33" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In millions)</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">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><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">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:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Derivatives designated as cash flow hedges</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" 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7.75pt;text-align:left;vertical-align:bottom">Interest rate swaps</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 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">$</td><td 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1pt;text-align:right;vertical-align:bottom">7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(4)</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-

color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">8 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">2 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">7 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">6 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Cross-Currency Swap Agreements We enter into cross-currency swap agreements to manage the foreign currency exchange risk related to our international operations by effectively converting our fixed-rate USD-denominated debt, including the associated interest payments, to fixed-rate, euro (“EUR”)-denominated debt. The risk management objective of these transactions is to manage foreign currency risk relating to net investments in subsidiaries denominated in foreign currencies and reduce the variability in the functional currency equivalent cash flows of this debt. During the term of the swap contracts, we receive interest on a quarterly basis from the counterparties based on USD fixed interest rates, and we pay interest, also on a quarterly basis, to the counterparties based on EUR fixed interest rates. At maturity, we will repay the original principal amount in EUR and receive the principal amount in USD. These agreements expire at various dates through 2027. We designated these cross-currency swaps as qualifying hedging instruments and account for them as net investment hedges. We apply the simplified method of assessing the effectiveness of our net investment hedging relationships. Under this method, for each reporting period, the change in the fair value of the cross-currency swaps is initially recognized in Accumulated other comprehensive income (“AOCI”). The change in the fair value due to foreign exchange remains in AOCI and the initial component excluded from effectiveness testing will initially remain in AOCI and then will be reclassified from AOCI to Interest expense each period in a systematic manner. Cash flows related to the periodic exchange of interest payments for these net investment hedges are included in Cash flows from operating activities of continuing operations on our Condensed Consolidated Statements of Cash Flows. Interest Rate Hedging We execute short-term interest rate swaps to mitigate variability in forecasted interest payments on our Senior Secured Term Loan Credit Agreement (the “Term Loan Credit Agreement”). The interest rate swaps convert floating-rate interest payments into fixed rate interest payments. We designated the interest rate swaps as qualifying hedging instruments and account for these derivatives as cash flow hedges. The outstanding interest rate swaps mature on various dates in 2024 and 2025. We record gains and losses resulting from fair value adjustments to the designated portion of interest rate swaps in AOCI and reclassify them to Interest expense on the dates that interest payments accrue. Cash flows related to the interest rate swaps are included in Cash flows from operating activities of continuing operations on our Condensed Consolidated Statements of Cash Flows. The fair value of our derivative instruments and the related notional amounts were as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:28.226%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.233%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:19.252%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:6.592%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:20.214%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.878%"></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="27" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</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 #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Derivative Assets</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Derivative Liabilities</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In millions)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Notional Amount</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">Balance Sheet Caption</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">Fair Value</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">Balance Sheet Caption</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">Fair Value</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:middle">Derivatives designated as hedges</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-

color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:middle">Cross-currency swap agreements</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:middle">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:middle">249 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:middle">Other current assets</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:middle">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:middle">Other current liabilities</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:middle">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:middle">(17)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:middle">Cross-currency swap agreements</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">403 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:middle">Other long-term assets</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:middle">Other long-term liabilities</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(22)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:middle">Interest rate swaps</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">550 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:middle">Other current assets</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:middle">Other current liabilities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(1)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></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="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Derivative Assets</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Derivative Liabilities</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In millions)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Notional Amount</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">Balance Sheet Caption</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">Fair Value</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">Balance Sheet Caption</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">Fair Value</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:middle">Derivatives designated as hedges</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:middle">Cross-currency swap agreements</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:middle">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:middle">652 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:middle">Other current assets</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:middle">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:middle">Other current liabilities</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:middle">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:middle">(34)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:middle">Interest rate swaps</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">350 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:middle">Other current assets</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:middle">Other current liabilities</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(2)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:middle">Interest rate swaps</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">200 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:middle">Other long-term assets</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:middle">Other long-term liabilities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle">Total</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double 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0;text-align:right;vertical-align:middle">(36)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-

align:middle"></td></tr></table>
2490000000170000004030000000220000005500000000100000003900000065200000003400000035000000002000000200000000000036000000
style="margin-top:6pt">The effect of derivative and nonderivative instruments designated as hedges on our Condensed Consolidated Statements of Income was as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:37.361%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.355%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.355%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.355%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td 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Effectiveness Testing)</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="33" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In millions)</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">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><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">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td 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style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Derivatives designated as net investment hedges</td><td colspan="3" 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1pt;text-align:right;vertical-align:bottom">(23)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:400;line-

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0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-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">6 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(4)</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">8 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">2 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">7 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">6 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 1000000-10000000100000000-230000002000000000200000020000000-240000001900000001000000200000020000001000000100000010000002000000005000000700000000700000060000000-400000080000000100000020000007000000060000000Debt <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:52.105%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.797%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.797%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.797%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.800%"></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="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In millions)</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">Principal Balance</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">Carrying Value</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">Principal Balance</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">Carrying Value</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Term loan facility</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,100 </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,089 </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,100 </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,087 </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 6.25% senior secured notes due 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">830 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">823 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">830 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">822 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 7.125% senior notes due 2031 </td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">450 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">445 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">450 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">445 </td><td style="background-color:#ccceff;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"> 7.125% senior notes due 2032 </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">585 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">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 colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">585 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">575 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 6.70% senior debentures due 2034 </td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">300 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0

1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">224 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">300 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">221 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Finance leases, asset financing and other</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">254 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">254 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">254 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">254 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total debt</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,519 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,411 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,519 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,404 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Short-term borrowings and current maturities of long-term debt</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">68 </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">68 </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">69 </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:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Long-term debt</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,451 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,343 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,450 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,335 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The fair value of our debt and classification in the fair value hierarchy was as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:58.515%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.560%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.560%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.562%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In millions)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-

height:100%">Level 1</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Level 2</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,616 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">2,276 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,340 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">December 31, 2023</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,583 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,235 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,348 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> We valued Level 1 debt using quoted prices in active markets. We valued Level 2 debt using bid evaluation pricing models or quoted prices of securities with similar characteristics. ABL Facility As of September 30, 2024, our borrowing base was $557 million and our availability under our Second Amended and Restated Revolving Credit Agreement, as amended (the "ABL Facility"), was $556 million after considering outstanding letters of credit of less than $1 million. As of September 30, 2024, we were in compliance with the ABL Facility's financial covenants. Letters of Credit Facility As of September 30, 2024, we had issued $137 million in aggregate face amount of letters of credit under our $200 million uncommitted secured evergreen letter of credit facility. Term Loan Facility In 2015, we entered into a Term Loan Credit Agreement that provided for a single borrowing of $1.6 billion, which was subsequently amended to increase the principal balance to $2.0 billion and to extend the maturity date to February 2025 (the "Existing Term Loan Facility"). In the second quarter of 2023, we amended the Term Loan Credit Agreement to obtain $700 million of new term loans (the "New Term Loan Facility") having substantially similar terms as the Existing Term Loan Facility, except with respect to maturity date, issue price, interest rate, prepayment premiums in connection with certain voluntary prepayments and certain other provisions. The New Term Loan Facility was issued at 99.5% of the face amount and will mature in May 2028. In the same period, we used net proceeds from the New Term Loan Facility, the Senior Secured Notes due 2028 (as defined below) and the Senior Notes due 2031 (as defined below), together with cash on hand, to repay $2.0 billion of outstanding principal under the Existing Term Loan Facility and to pay related fees, expenses and accrued interest. We recorded a debt extinguishment loss of $23 million in the second quarter 2023 due to this repayment. In the fourth quarter of 2023, we entered into an incremental amendment to the Term Loan Credit Agreement to obtain $400 million of incremental term loans (the "Incremental Term Loans"). The Incremental Term Loans are a new tranche of loans under the Term Loan Credit Agreement and will mature in February 2031. The weighted average interest rate of our term loans was approximately 7.20% as of September 30, 2024. Senior Notes Due 2028 and 2031 In the second quarter of 2023, we completed private placements of $830 million aggregate principal amount of senior secured notes due 2028 (the "Senior Secured Notes due 2028") and $450 million aggregate principal amount of senior notes due 2031 (the "Senior Notes due 2031"). The Senior Secured Notes due 2028 mature in June 2028 and bear interest at a rate of 6.25% per annum. The Senior Notes due 2031 mature in June 2031 and bear interest at a rate of 7.125% per annum. Interest is payable semi-annually in cash in arrears and commenced December 1, 2023. These notes were issued at par and were used to repay our Existing Term Loan Facility as described above. <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:52.105%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.797%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.797%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.797%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.800%"></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="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In millions)</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">Principal Balance</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">Carrying Value</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">Principal Balance</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">Carrying Value</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Term loan facility</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid

#000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,100 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,089 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,100 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,087 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 6.25% senior secured notes due 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">830 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">823 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">830 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">822 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 7.125% senior notes due 2031 </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">450 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">445 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">450 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">445 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 7.125% senior notes due 2032 </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">585 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">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 colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">585 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">575 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 6.70% senior debentures due 2034 </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">300 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">224 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">300 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">221 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Finance leases, asset financing and other</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">254 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">254 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">254 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">254 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-

family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Total debt</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,519 </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,411 </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,519 </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,404 </td><td style="background-color:#ccceff;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 borrowings and current maturities of long-term debt</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">68 </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">68 </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">69 </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">69 </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:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom">Long-term debt</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,451 </td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,343 </td><td style="background-color:#ccceff;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:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,450 </td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,335 </td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
1100000000108900000011000000010870000000.062583000000082300000083000000822000000.0712545000000044500000045000000023000000400000000.07200.0720830000000450000000.06250.07125Income Taxes During the second quarter of 2024, the Company executed a legal entity reorganization in our European Transportation business that resulted in a one-time tax benefit of $41 million for the second quarter of 2024 ($40 million for the nine months ended September 30, 2024). -41000000-40000000Earnings (Loss) per Share The computations of basic and diluted earnings per share were as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:0.1%"></td><td style="width:1.082%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:46.335%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.919%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.919%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.919%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.922%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="6" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In millions, except per share data)</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">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><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="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none">

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

height:100%">116 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">116 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">116 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">116 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Dilutive effect of stock-based awards</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="6" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Diluted weighted-average common shares</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">120 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">119 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">120 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">118 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:9pt"><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><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="6" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Basic earnings from continuing operations per share</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">0.81 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">0.74 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2.68 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">1.16 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="6" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Basic loss from discontinued operations per share</td><td colspan="3" style="background-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">(0.01)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td 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">(0.02)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="6" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Basic earnings per share</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">0.81 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">0.73 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2.68 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td>

<td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1.14 </td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:9pt"><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;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="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" 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style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="6" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom">Diluted earnings from continuing operations per share</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;padding:2px 0;text-align:right;vertical-align:bottom">0.79 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;padding:2px 0;text-align:right;vertical-align:bottom">0.72 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;padding:2px 0;text-align:right;vertical-align:bottom">2.60 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;padding:2px 0;text-align:right;vertical-align:bottom">1.14 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="6" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Diluted loss from discontinued operations per share</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(0.01)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(0.02)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="6" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom">Diluted earnings per share</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">0.79 </td><td style="background-color:#ccceff;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:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">0.71 </td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2.60 </td><td style="background-color:#ccceff;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:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;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:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1.12 </td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table></div><div style="margin-top:6pt">The computations of basic and diluted earnings per share were as follows:</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:0.1%"></td><td style="width:1.082%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:46.335%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.919%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.919%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.919%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.922%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="6" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In millions, except per share data)</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">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><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="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="6" style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Net income from continuing operations</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">95 </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">86 </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">312 </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">134 </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="6" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net loss from discontinued operations</td><td colspan="3" style="background-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)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-

height:100%">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="6" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net income</td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">95 </td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">84 </td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">312 </td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">131 </td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:9pt"><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;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="6" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Basic weighted-average common shares</td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">116 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">116 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">116 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">116 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Dilutive effect of stock-based awards</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="6" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Diluted weighted-average common shares</td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">120 </td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">119 </td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">120 </td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">118 </td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:9pt"><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><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="6" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Basic earnings from continuing operations per share</td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;padding:2px 0;text-align:right;vertical-align:bottom">0.81 </td><td

style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;padding:2px 0;text-align:right;vertical-align:bottom">0.74 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;padding:2px 0;text-align:right;vertical-align:bottom">2.68 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;padding:2px 0;text-align:right;vertical-align:bottom">1.16 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="6" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Basic loss from discontinued operations per share</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(0.01)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(0.02)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="6" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom">Basic earnings per share</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">0.81 </td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">0.73 </td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2.68 </td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1.14 </td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:9pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" 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1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;padding:2px 0;text-align:right;vertical-align:bottom">0.79 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-

height:100%">$</td><td style="background-color:#ccceff;padding:2px 0;text-align:right;vertical-align:bottom">0.72 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;padding:2px 0;text-align:right;vertical-align:bottom">2.60 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;padding:2px 0;text-align:right;vertical-align:bottom">1.14 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="6" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Diluted loss from discontinued operations per share</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(0.01)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(0.02)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="6" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Diluted earnings per share</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">0.79 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 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These proceedings may include claims for property damage or personal injury incurred in connection with the transportation of freight, environmental liability, commercial disputes, insurance coverage disputes and employment-related claims, including claims involving asserted breaches of employee restrictive covenants. We establish accruals for specific legal proceedings when it is considered probable that a loss has been incurred and the amount of the loss can be reasonably estimated. We review and adjust, as appropriate, accruals for loss contingencies at least quarterly and as additional information becomes available. If a loss is not both probable and reasonably estimable, or if an exposure to loss exists in excess of the amount accrued, we assess whether there is at least a reasonable possibility that a loss, or additional loss, may have been incurred. If there is a reasonable possibility that a loss, or additional loss, may have been incurred, we disclose the estimate of the possible loss or range of loss if it is material and an estimate can be made, or disclose that such an estimate cannot be made. The determination as to whether a loss can reasonably be considered to be possible or probable is based on our assessment, together with legal counsel, regarding the ultimate outcome of the matter. We believe that we have adequately accrued for the potential impact of loss contingencies that are probable and reasonably estimable. We do not believe that the ultimate resolution of any matters to which we are presently a party will have a material adverse effect on our results of operations, financial condition or cash flows. However, the results of these matters cannot be predicted with certainty, and an unfavorable resolution of one or more of these matters could have a material adverse effect on our financial condition, results of operations or cash flows. Legal costs incurred related to these matters are expensed as incurred. We carry liability and excess umbrella insurance policies that we deem sufficient to cover potential legal claims arising in the normal course of conducting our operations as a transportation company. In the event we are required to satisfy a legal claim outside the scope of the coverage provided by insurance, our financial condition, results of operations or cash flows could be negatively impacted. Insurance Contribution Litigation In April 2012, Allianz Global Risks US Insurance Company sued eighteen insurance companies in a case captioned Allianz Global Risks US Ins. Co. v. ACE Property & Casualty Ins. Co., et al., Multnomah County Circuit Court (Case No. 1204-04552). Allianz Global Risks US Ins. Co. (“Allianz”) sought contribution on environmental and product liability claims that Allianz agreed to defend and indemnify on behalf of its insured, Daimler Trucks North America (“DTNA”). Defendants had insured Freightliner’s assets, which DTNA acquired in 1981. Con-way, Freightliner’s former parent company, intervened. We acquired Con-way in 2015. Con-way and Freightliner had self-insured under fronting agreements with defendant insurers ACE, Westport, and General. Under those agreements, Con-way agreed to indemnify the fronting carriers for damages assessed under the fronting policies. Con-way’s captive insurer, Centron, was also a named defendant. After a seven-week jury trial in 2014, the jury found that Con-way and the fronting insurers never intended that the insurers defend or indemnify any claims against Freightliner. In June 2015, Allianz appealed to the Oregon Court of Appeals. In May 2019, the Oregon Court of Appeals upheld the jury verdict. In September 2019, Allianz appealed to the Oregon Supreme Court. In March 2021, the Oregon Supreme Court reversed the jury verdict, holding that it was an error to allow the jury to decide how the parties intended the fronting policies to operate, and also holding that the trial court improperly instructed the jury concerning one of the pollution exclusions at issue. In July 2021, the matter was remanded to the trial court for further proceedings consistent with the Oregon Supreme Court’s decision. In June 2023, the trial court decided the parties’ cross-motions for summary judgment, leaving open the pollution exclusion and allocation issues. The trial on the pollution exclusion issue took place in October

2024 where the jury issued a favorable verdict for the Company, finding that the pollution exclusion applied to the General policy over several years for which Allianz seeks contribution. The trial on allocation of defense and indemnity costs among the applicable insurance policies is to take place in early 2025. We have accrued an immaterial amount for the potential exposure associated with ultimate allocation to the relevant policies; however, any losses that may arise in connection with the fronting policies issued by defendant insurers ACE, Westport, and General are not reasonably estimable at this time. 18falsefalsefalsefalse