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Â UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549 Â FORM 10-Q Â (Mark One) Â â˜’ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 Â For the quarterly period ended June 30, 2024 OR Â â˜ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 Â For the transition period from _____ to _____ Commission File Number: 001-38233 Â Â CARGURUS, INC. (Exact Name of Registrant as Specified in its Charter) Â Â Delaware 04-3843478 (State or other jurisdiction ofincorporation or organization) (I.R.S. EmployerIdentification No.) 55 Cambridge Parkway, 6th FloorCambridge, Massachusetts 02142 (Address of principal executive offices) (Zip Code) (617) 354-0068 (Registrantâ€™s telephone number, including area code) Securities registered pursuant to Section 12(b) of the Act: Â Title of Each Class Trading Symbol Name of Exchange on Which Registered Class A Common Stock, par value $0.001 per share CARG The Nasdaq Stock Market LLCÂ (Nasdaq Global Select Market)Â Â Â Â Â Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes â˜’ No â˜ Â Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Â§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes â˜’ No â˜ Â Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of â€œlarge accelerated filer,â€ â€œaccelerated filer,â€ â€œsmaller reporting company,â€ and â€œemerging growth companyâ€ in Rule 12b-2 of the Exchange Act. Â Large accelerated filer â˜’ Accelerated filer â˜ Non-accelerated filer â˜ Small reporting company â˜ Â Â Â Â Emerging growth company Â â˜ Â If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. â˜ Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes â˜ No â˜’ As of July 31, 2024, the registrant had 87,369,707 shares of Class A common stock, $0.001 par value per share, and 15,999,173 shares of Class B common stock, par value $0.001 per share, outstanding. Â Â Â Table of Contents Â Â Page PART I. Â FINANCIAL INFORMATION 1 Item 1. Â Financial Statements 1 Â Unaudited Condensed Consolidated Balance Sheets 1 Â Unaudited Condensed Consolidated Income Statements 2 Â Â Unaudited Condensed Consolidated Statements of Comprehensive Income 3 Â Unaudited

Condensed Consolidated Statements of Redeemable Noncontrolling Interest and Stockholdersâ€™ Equity 4 Â Â Unaudited Condensed Consolidated Statements of Cash Flows 5 Â Notes to Unaudited Condensed Consolidated Financial Statements 6 Item 2. Â Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations 23 Item 3. Â Quantitative and Qualitative Disclosures About Market Risk 49 Item 4. Â Controls and Procedures 50 Â Â Â Â PART II. Â OTHER INFORMATION 52 Item 1. Â Legal Proceedings 52 Item 1A. Â Risk Factors 52 Item 2. Â Unregistered Sales of Equity Securities and Use of Proceeds 53 Item 5. Â Other Information 54 Item 6. Â Exhibits 55 Signatures 56 Â Â ii Â SPECIAL NOTE REGARDING FORWARDâ€‘LOOKING STATEMENTS This Quarterly Report on Form 10-Q, or Quarterly Report, contains forwardâ€‘looking statements within the meaning of the federal securities laws, which statements involve substantial risks and uncertainties. Forwardâ€‘looking statements generally relate to future events or our future financial or operating performance. In some cases, you can identify forwardâ€‘looking statements because they contain words such as â€œaim,â€ â€œanticipates,â€ â€œbelieves,â€ â€œcould,â€ â€œestimates,â€ â€œexpects,â€ â€œgoal,â€ â€œintends,â€ â€œmay,â€ â€œmight,â€ â€œplans,â€ â€œpotential,â€ â€œpredicts,â€ â€œprojects,â€ â€œseeks,â€ â€œshould,â€ â€œtarget,â€ â€œwill,â€ â€œwould,â€ or similar expressions and the negatives of those terms. Forward-looking statements contained in this Quarterly Report include statements about: â€¢our future financial performance, including our expectations regarding our revenue, cost of revenue, gross profit or gross margin, operating expenses, ability to generate cash flow, and ability to achieve, and maintain, future profitability; â€¢our growth strategies and our ability to effectively manage any growth; â€¢the value proposition of our product offerings for dealers and consumers; â€¢the ability of our combined suite of offerings to increase a dealerâ€™s return on investment, add scale to our marketplace network, drive powerful network effects, create powerful synergies for dealers, transform the end-to-end car-shopping journey for both consumers and dealers, and become the marketplace for all steps of the vehicle acquisition and sale processes; â€¢our evolution to becoming a transaction-enabled platform where consumers can shop, buy, seek financing, and sell their cars and dealers can predict, source, market, and sell their cars; â€¢our belief that certain of our strengths, including our trusted marketplace for consumers, our strong value proposition for dealers, and our data-driven approach, among other things, will lead to an advantage over our competitors; â€¢the value proposition of the CarOffer, LLC, or CarOffer, online wholesale platform, including our belief that as dealer enrollments increase, dealers will see a corresponding increase in inventory on the platform, further enabling liquidity, selection, choice, and business efficiencies; â€¢our ability to deliver quality leads at a high volume for our dealer customers and to provide the highest return on a dealerâ€™s investment; â€¢our expectations for CarGurus Sell My Car (Instant Max Cash Offer and Top Dealer Offers) as well as our digital retail offerings and continued investments; â€¢our ability to maintain and acquire new customers; â€¢our ability to maintain and build our brand; â€¢our belief that our partnerships with automotive lending companies provide more transparency to car shoppers and deliver highly qualified car shopper leads to participating dealers; â€¢our belief that our Geo Expansion offering promotes participating dealersâ€™ delivery capabilities and increases non-local vehicle detail page views; â€¢our outlook for our Restricted Listings product; â€¢the impact of competition in our industry and innovation by our competitors; â€¢our ability to adapt to technological change and effectively enhance, innovate, and scale our platform and offerings; â€¢our ability to realize benefits from our acquisitions and successfully implement the integration strategies in connection therewith; â€¢impairment of the carrying value of our goodwill or other assets; â€¢our ability to overcome challenges facing the automotive industry ecosystem, including inventory supply problems, global supply chain challenges, changes to trade policies, and other macroeconomic issues; â€¢our expectations regarding cash generation and the sufficiency of our cash to fund our operations; â€¢our expected returns on investments; â€¢our expectations regarding our deferred tax assets; iii Â â€¢the impact of changes in tax law and related guidance and regulations that may be implemented, including on tax rates; â€¢our expectations regarding our expenses generally, including our general and administrative, our product, technology, and development, and our sales and marketing expenses; â€¢domestic and global economic conditions affecting us or our customers; â€¢our expectations regarding the funding of our share repurchase program; â€¢our revolving credit facility; â€¢our ability to adequately protect our intellectual property; â€¢our ability to hire and retain necessary qualified employees to expand our operations; â€¢the material weakness in our internal control over financial reporting that we have identified, and our ability to remediate such weakness and enhance our internal control environment; â€¢our ability to maintain an effective system of internal controls necessary to accurately report our financial results and prevent fraud; â€¢the impact of accounting pronouncements; â€¢our ability to stay abreast of, and effectively comply with, new or modified laws and regulations that currently apply or become applicable to our business and our beliefs regarding our compliance therewith; â€¢the impact of litigation; and â€¢the future trading prices of our Class A common stock. You should not rely upon forwardâ€‘looking statements as predictions of future events. We have based the forwardâ€‘looking statements contained in this Quarterly Report primarily on our current expectations and projections about future events and trends that we believe may affect our business, financial condition, operating results, and growth prospects. The outcome of the events described in these forwardâ€‘looking statements is subject to risks, uncertainties, and other factors that are described in this Quarterly Report. We have included important risk factors in the cautionary statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed with the U.S. Securities and Exchange Commission, or SEC, on February 26, 2024, or Annual Report, particularly those discussed in Part I, Item 1A, â€œRisk Factors,â€ in our Annual Report and in Part II, Item 1A, â€œRisk Factors,â€ of this Quarterly Report, that could cause actual results or events to differ materially from the forward-looking statements that we make. Moreover, we operate in a very competitive and rapidly changing environment. New risks and uncertainties emerge from time to time, and it is not possible for us to predict all risks and uncertainties that could have an impact on the forwardâ€‘looking statements contained in this Quarterly Report. Further, our forwardâ€‘looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, or joint ventures in which we may be involved, or investments we may make. We cannot assure you that the results, events, and circumstances reflected in the forwardâ€‘looking statements will be achieved or occur, and actual results, events, or circumstances could differ materially from those described in the forwardâ€‘looking statements. The forwardâ€‘looking statements made in this Quarterly Report speak only as of the date of this Quarterly Report. We undertake no obligation to update any forwardâ€‘looking statement made in this Quarterly Report to reflect events or circumstances after the date of this Quarterly Report or to reflect new information or the occurrence of unanticipated events, except as required by law. NOTE REGARDING TRADEMARKS CarGurusÂ® is a registered trademark of CarGurus, Inc., and CarOfferÂ® is a registered trademark of CarOffer, LLC. All other product names, trademarks, and registered trademarks are property of their respective owners. We have omitted the Â® and â„¢ designations, as applicable, for the trademarks used in this Quarterly Report. Â iv Â PART Iâ€”FINANCIAL INFORMATION Item 1. Financial Statements. CarGurus, Inc. Unaudited Condensed Consolidated Balance Sheets (in thousands, except share and per share data) Â Â Â As ofJune 30,2024 Â Â As ofDecember 31,2023 Â Assets Â Â Â Â Â Â Current assets: Â Â Â Â Â Â Cash and cash equivalents Â $ 216,169 Â Â $ 291,363 Â Short-term investments Â Â â€” Â Â Â 20,724 Â Accounts receivable, net of allowance for doubtful accounts of $616Â Â Â and $610, respectively Â Â 39,757 Â Â Â 39,963 Â Inventory Â Â 459 Â Â Â 331 Â Prepaid expenses, prepaid income taxes and other current assets Â Â 18,131 Â Â Â 25,152 Â Deferred contract costs Â Â 11,614 Â Â Â 11,095 Â Restricted cash Â Â 2,196 Â Â Â 2,563 Â Total current assets Â Â 288,326 Â Â Â 391,191 Â Property and equipment, net Â Â 130,023 Â Â Â 83,370 Â Intangible assets, net Â Â 12,824 Â Â Â 23,056 Â Goodwill Â Â 46,576 Â Â Â 157,898 Â Operating lease right-of-use assets Â Â 137,133 Â Â Â 169,682 Â Deferred tax assets Â Â 117,503 Â Â Â 73,356 Â Deferred contract costs, net of current portion Â Â 13,242 Â Â Â 12,998 Â Other non-current assets Â Â 7,704 Â Â Â 7,376 Â Total assets Â $ 753,331 Â Â $ 918,927 Â Liabilities, redeemable noncontrolling interest and stockholdersâ€™ equity Â Â Â Â Â Â Current liabilities: Â Â Â Â Â Â Accounts payable Â $ 46,107 Â Â $ 47,854 Â Accrued expenses, accrued income taxes and other current liabilities Â Â 33,924 Â Â Â 33,718 Â Deferred revenue Â Â 21,785 Â Â Â 21,322 Â Operating lease liabilities Â Â 10,225 Â Â Â 12,284 Â Total current liabilities Â Â 112,041 Â Â Â 115,178 Â Operating lease liabilities Â Â 183,732 Â Â Â 182,106 Â Deferred tax liabilities Â Â 41 Â Â Â 58 Â Other nonâ€“current liabilities Â Â 5,444 Â Â Â 4,733 Â Total liabilities Â Â 301,258 Â Â Â 302,075 Â Commitments and contingenciesÂ (Note 9) Â Â Â Â Â Â Stockholdersâ€™ equity: Â Â Â Â Â Â Preferred stock, $0.001Â par value per share; 10,000,000Â shares authorized;Â Â Â noÂ shares issued and outstanding Â Â â€” Â Â Â â€” Â Class A common stock, $0.001Â par value per share; 500,000,000Â sharesÂ Â Â authorized; 87,005,403Â and 92,175,243Â shares issued and outstandingÂ Â Â at June 30, 2024 and December 31, 2023, respectively Â Â 87 Â Â Â 92 Â Class B common stock, $0.001Â par value per share; 100,000,000Â sharesÂ Â Â authorized; 15,999,173Â and 15,999,173Â shares issued and outstandingÂ Â Â at June 30, 2024 and December 31, 2023, respectively Â Â 16 Â Â Â 16 Â Additional paid-in capital Â Â 146,946 Â Â Â 263,498 Â Retained earnings Â Â 306,727 Â Â Â 354,147 Â Accumulated other comprehensive loss Â Â (1,703) Â Â (901) Total stockholdersâ€™ equity Â Â 452,073 Â Â Â 616,852 Â Total liabilities, redeemable noncontrolling interest and stockholdersâ€™ equity Â $ 753,331 Â Â $ 918,927 Â The accompanying notes are an integral part of these Unaudited Condensed Consolidated Financial Statements. 1 Â CarGurus, Inc. Unaudited Condensed Consolidated Income Statements (in thousands, except share and per share data) Â Â Â Three Months EndedJune 30, Â Â Six Months Ended June 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Revenue Â Â Â Â Â Â Â Â Â Â Â Â Marketplace Â $ 195,167 Â Â $ 170,950 Â Â $ 382,386 Â Â $ 338,077 Â Wholesale Â Â 13,119 Â Â Â 31,952 Â Â Â 29,244 Â Â Â 57,138 Â Product Â Â 10,406 Â Â Â 36,835 Â Â Â 22,858 Â Â Â 76,485 Â Total revenue Â Â 218,692 Â Â 239,737 Â Â 434,488 Â Â 471,700 Â Cost of revenue (1)(2) Â Â Â Â Â Â Â Â Â Â Â Â Marketplace Â Â 13,145 Â Â Â 15,474 Â Â Â 27,530 Â Â Â 31,007 Â Wholesale Â Â 12,633 Â Â Â 24,428 Â Â Â 26,857 Â Â Â 46,496 Â Product Â Â 10,470 Â Â Â 35,694 Â Â Â 22,696 Â Â Â 75,076 Â Total cost of revenue Â Â 36,248 Â Â Â 75,596 Â Â Â 77,083 Â Â Â 152,579 Â Gross profit Â Â 182,444 Â Â Â 164,141 Â Â Â 357,405 Â Â Â 319,121 Â Operating expenses Â Â Â Â Â Â Â Â Â Â Â Â Sales and marketing Â Â 82,311 Â Â Â 77,838 Â Â Â 164,585 Â Â Â 153,415 Â Product, technology, and development Â Â 36,580 Â Â Â 37,391 Â Â Â 72,125 Â Â Â 73,998 Â General and administrative Â Â 27,429 Â Â Â 27,267 Â Â Â 55,495 Â Â Â 52,186 Â Goodwill and other long-lived asset impairment Â Â 127,475 Â Â Â â€” Â Â Â 127,475 Â Â Â â€” Â Depreciation and amortization Â Â 2,233 Â Â Â 3,907 Â Â Â 5,025 Â Â Â 7,725 Â Total operating expenses Â Â 276,028 Â Â Â 146,403 Â Â Â 424,705 Â Â Â 287,324 Â (Loss) income from operations Â Â (93,584) Â Â 17,738 Â Â Â (67,300) Â Â 31,797 Â Other income, net Â Â Â Â Â Â Â Â Â Â Â Â Interest income Â Â 2,440 Â Â Â 4,333 Â Â Â 6,346 Â Â Â 8,076 Â Other income, net Â Â 721 Â Â Â 347 Â Â Â 216 Â Â Â 942 Â Total other income, net Â Â 3,161 Â Â Â 4,680 Â Â Â 6,562 Â Â Â 9,018 Â (Loss) income before income taxes Â Â (90,423) Â Â 22,418 Â Â Â (60,738) Â Â 40,815 Â (Benefit from) provision for income taxes Â Â (21,702) Â Â 8,601 Â Â Â (13,318) Â Â 15,132 Â Consolidated net (loss) income Â Â (68,721) Â Â 13,817 Â Â Â (47,420) Â Â 25,683 Â Net loss attributable to redeemable noncontrolling interest Â Â â€” Â Â Â (2,596) Â Â â€” Â Â Â (6,862) Net (loss) income attributable to common stockholders Â $ (68,721) Â $ 16,413 Â Â $ (47,420) Â $ 32,545 Â Net (loss) income per share attributable to common stockholders: (Note 11) Â Â Â Â Â Â Â Â Â Â Â Â Basic Â $ (0.66) Â $ 0.14 Â Â $ (0.45) Â $ 0.28 Â Diluted Â $ (0.66) Â $ 0.12 Â Â $ (0.45) Â $ 0.22 Â Weighted-average number of shares of common stock used in Â Â Â computing net (loss) income per share attributable to common stockholders: Â Â Â Â Â Â Â Â Â Â Â Â Basic Â Â 103,827,661 Â Â Â 113,438,057 Â Â Â 105,501,236 Â Â Â 114,392,961 Â Diluted Â Â 103,827,661 Â Â Â 114,490,651 Â Â Â 105,501,236 Â Â Â 115,197,890 Â (1)Includes depreciation and amortization expense for the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023 of $3,430, $7,760, $8,119, and $15,518, respectively. (2)Includes impairment of other long-lived assets for the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023 of $180, $9, $180, and $184, respectively. The accompanying notes are an integral part of these Unaudited Condensed Consolidated Financial Statements. 2 Â CarGurus, Inc. Unaudited Condensed Consolidated Statements of Comprehensive Income (in thousands) Â Â Three Months EndedJune 30, Â Â Six Months Ended June 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Consolidated net (loss) income Â $ (68,721) Â $ 13,817 Â Â $ (47,420) Â $ 25,683 Â Other comprehensive income: Â Â Â Â Â Â Â Â Â Â Â Â Foreign currency translation adjustment Â Â (203) Â Â (112) Â Â (802) Â Â 303 Â Consolidated comprehensive (loss) income Â Â (68,924) Â Â 13,705 Â Â Â (48,222) Â Â 25,986 Â Comprehensive loss attributable to redeemable noncontrolling interests Â Â â€” Â Â Â (2,596) Â Â â€” Â Â Â (6,862) Comprehensive (loss) income attributable to common stockholders Â $ (68,924) Â $ 16,301 Â Â $ (48,222) Â $ 32,848 Â Â The accompanying notes are an integral part of these Unaudited Condensed Consolidated Financial Statements. 3 Â CarGurus, Inc. Unaudited Condensed Consolidated Statements of Redeemable Noncontrolling Interest and Stockholdersâ€™ Equity (in thousands, except share data) Â Â RedeemableNoncontrolling Â Â Class ACommon Stock Â Â Class BCommon Stock Â Â AdditionalPaidâ€”in Â Â Retained Â Â AccumulatedOtherComprehensive Â Â TotalStockholdersâ€™ Â Â Â Interest Â Â Shares Â Â Amount Â Â Shares Â Â Amount Â Â Capital Â Â Earnings Â Â Loss Â Â Equity Â Balance as of December 31, 2023 Â $ â€” Â Â Â 92,175,243 Â Â $ 92 Â Â Â 15,999,173 Â Â $ 16 Â Â $ 263,498 Â Â $ 354,147 Â Â $ (901) Â $ 616,852 Â Net income Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 21,301 Â Â Â â€” Â Â Â 21,301 Â Â Â 21,301 Â Stockâ€”based compensation expense Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 17,649 Â Â Â â€” Â Â Â â€” Â Â Â 17,649 Â Â Â 17,649 Â Issuance of common stock upon exercise of stock options Â Â â€” Â Â Â 36,455 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 11 Â Â Â â€” Â Â Â â€” Â Â Â 11 Â Â Â 11 Â Issuance of common stock upon vesting of restricted stock units Â Â â€” Â Â Â 615,383 Â Â Â 1 Â Â Â â€” Â Â Â â€” Â Â Â (1) Â Â â€” Â Â Â â€” Â Â Â â€” Â Payment of withholding taxes on net share settlements of restricted stock units Â Â â€” Â Â Â (213,042) Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (5,097) Â Â â€” Â Â Â â€” Â Â Â (5,097) Repurchase of common stock Â Â â€” Â Â Â (3,538,194) Â Â (4) Â Â â€” Â Â Â â€” Â Â Â (81,751) Â Â â€” Â Â Â â€” Â Â Â (81,755) Foreign currency translation adjustment Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (599) Â Â (599) Balance as of March 31, 2024 Â $ â€” Â Â Â 89,075,845 Â Â $ 89 Â Â Â 15,999,173 Â Â $ 16 Â Â $ 194,309 Â Â $ 375,448 Â Â $ (1,500) Â $ 568,362 Â Net loss Â $ â€” Â Â Â â€” Â Â Â $ â€” Â Â Â â€” Â Â Â $ â€” Â Â Â $ (68,721) Â $ â€” Â Â Â $ (68,721) Stockâ€”based compensation expense Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 17,198 Â Â Â â€” Â Â Â â€” Â Â Â 17,198 Â Issuance of common stock upon exercise of stock options Â Â â€” Â Â Â 54,382 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 15 Â Â Â â€” Â Â Â â€” Â Â Â 15 Â Issuance of common stock upon vesting of restricted stock units Â Â â€” Â Â Â 803,405 Â Â Â 1 Â Â Â â€” Â Â Â â€” Â Â Â (1) Â Â â€” Â Â Â â€” Â Â Â â€” Â Payment of withholding taxes on net share settlements of restricted stock units Â Â â€” Â Â Â (273,422) Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (6,291) Â Â â€” Â Â Â â€” Â Â Â (6,291) Repurchase of common stock Â Â â€” Â Â Â (2,654,807) Â Â (3) Â Â â€” Â Â Â â€” Â Â Â (61,791) Â Â â€” Â Â Â â€” Â Â Â (61,794) Other (Note 6) Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 3,507 Â Â Â â€” Â Â Â â€” Â Â Â 3,507 Â Foreign currency translation adjustment Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (203) Â Â (203) Balance as of June 30, 2024 Â $ â€” Â Â Â 87,005,403 Â Â $ 87 Â Â Â 15,999,173 Â Â $ 16 Â Â $ 146,946 Â Â $ 306,727 Â Â $ (1,703) Â $ 452,073 Â Balance as of December 31, 2022 Â $ 36,749 Â Â Â 101,636,649 Â Â $ 102 Â Â Â 15,999,173 Â Â $ 16 Â Â $ 413,092 Â Â $ 323,043 Â Â $ (1,644) Â $ 734,609 Â Net (loss) income Â Â (4,266) Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 16,132 Â Â Â â€” Â Â Â â€” Â Â Â 16,132 Â Stockâ€”based compensation expense Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 16,049 Â Â Â â€” Â Â Â â€” Â Â Â 16,049 Â Issuance of common stock upon exercise of stock options Â Â â€” Â Â Â 7,700 Â Â Â â€” Â Â Â â€” Â Â Â 19 Â Â Â â€” Â Â Â â€” Â Â Â 19 Â Issuance of common stock upon vesting of restricted stock units Â Â â€” Â Â Â 959,935 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Payment of withholding taxes on net share settlements of restricted stock units Â Â â€” Â Â Â (335,448) Â Â â€” Â Â Â â€” Â Â Â (5,652) Â Â â€” Â Â Â â€” Â Â Â (5,652) Repurchase of common stock Â Â â€” Â Â Â (3,989,861) Â Â (4) Â Â â€” Â Â Â â€” Â Â Â (65,760) Â Â â€” Â Â Â â€” Â Â Â (65,764) Tax distributions to redeemable noncontrolling interest holders Â Â (8) Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Foreign currency translation adjustment Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 415 Â Â Â 415 Â Balance as of March 31, 2023 Â $ 32,475 Â Â Â 98,278,975 Â Â $ 98 Â Â Â 15,999,173 Â Â $ 16 Â Â $ 357,748 Â Â $ 339,175 Â Â $ (1,229) Â $ 695,808 Â Net (loss) income Â $ (2,596) Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 16,413 Â Â $ â€” Â Â Â $ 16,413 Â Â $ 16,413 Â Stock-based compensation expense Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 15,895 Â Â Â â€” Â Â Â â€” Â Â Â 15,895 Â Issuance of common stock upon exercise of stock options Â Â â€” Â Â Â 1,480 Â Â Â â€” Â Â Â â€” Â Â Â 10 Â Â Â â€” Â Â Â â€” Â Â Â 10 Â Issuance of common stock upon vesting of restricted stock units Â Â â€” Â Â Â 697,879 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Payment of withholding taxes on net share settlements of restricted stock units Â Â â€” Â Â Â (240,674) Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (5,196) Â Â â€” Â Â Â â€” Â Â Â (5,196) Repurchase of common stock Â Â â€” Â Â Â (1,311,387) Â Â (1) Â Â â€” Â Â Â â€” Â Â Â (21,963) Â Â â€” Â Â Â â€” Â Â Â (21,964) Tax distributions to redeemable noncontrolling interest holders Â Â (14) Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Foreign currency translation adjustment Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (112) Â Â (112) Balance at June 30, 2023 Â $ 29,865 Â Â Â 97,426,273 Â Â $ 97 Â Â Â 15,999,173 Â Â $ 16 Â Â $ 346,494 Â Â $ 355,588 Â Â $ (1,341) Â $ 700,854 Â Â The accompanying notes are an integral part of these Unaudited

Condensed Consolidated Financial Statements. 4 Â CarGurus, Inc. Unaudited Condensed Consolidated Statements of Cash Flows (in thousands) Â Â Â Â Six Months Ended June 30, Â Â Â 2024 Â Â 2023 Â Operating Activities Â Â Â Â Â Â Consolidated net (loss) income Â $ (47,420) Â $ 25,683 Â Adjustments to reconcile consolidated net (loss) income to net cash provided by operating activities: Â Â Â Â Â Â Depreciation and amortization Â Â 13,144 Â Â Â 23,243 Â Gain on sale of property and equipment Â Â â€" Â Â Â (460) Currency loss (gain) on foreign denominated transactions Â Â 507 Â Â Â (136) Other non-cash (income) expense, net Â Â (816) Â Â 16 Â Deferred taxes Â Â (44,164) Â Â (16,411) Provision (recoveries) for doubtful accounts Â Â 798 Â Â Â (171) Stock-based compensation expense Â Â 31,159 Â Â Â 29,507 Â Amortization of deferred financing costs Â Â 258 Â Â Â 258 Â Amortization of deferred contract costs Â Â 6,633 Â Â Â 5,603 Â Goodwill and other long-lived asset impairment Â Â 127,655 Â Â Â 184 Â Changes in operating assets and liabilities: Â Â Â Â Â Â Accounts receivable Â Â 243 Â Â Â 13,241 Â Inventory Â Â (714) Â Â 4,740 Â Prepaid expenses, prepaid income taxes, and other assets Â Â 7,425 Â Â Â 3,454 Â Deferred contract costs Â Â (7,448) Â Â (9,738) Accounts payable Â Â 9,301 Â Â Â 4,140 Â Accrued expenses, accrued income taxes, and other liabilities Â Â (862) Â Â (4,091) Deferred revenue Â Â 476 Â Â Â 9,016 Â Lease obligations Â Â 27,386 Â Â Â 7,603 Â Net cash provided by operating activities Â Â 123,561 Â Â Â 95,681 Â Investing Activities Â Â Â Â Â Â Purchases of property and equipment Â Â (54,649) Â Â (4,255) Proceeds from sale of property and equipment Â Â â€" Â Â Â 460 Â Capitalization of website development costs Â Â (10,707) Â Â (7,432) Purchases of short-term investments Â Â (494) Â Â (95,506) Sale of short-term investments Â Â 21,218 Â Â Â 5,000 Â Advance payments to customers, net of collections Â Â 259 Â Â Â (2,601) Net cash used in investing activities Â Â (44,373) Â Â (104,334) Financing Activities Â Â Â Â Â Â Proceeds from issuance of common stock upon exercise of stock options Â Â 26 Â Â Â 29 Â Payment of withholding taxes on net share settlements of restricted stock units Â Â (11,405) Â Â (6,894) Repurchases of common stock Â Â (142,479) Â Â (91,458) Payment of finance lease obligations Â Â (37) Â Â (34) Payment of tax distributions to redeemable noncontrolling interest holders Â Â â€" Â Â Â (38) Change in gross advance payments received from third-party transaction processor Â Â (80) Â Â (2,674) Net cash used in financing activities Â Â (153,975) Â Â (101,069) Impact of foreign currency on cash, cash equivalents, and restricted cash Â Â (774) Â Â 211 Â Net decrease in cash, cash equivalents, and restricted cash Â Â (75,561) Â Â (109,511) Cash, cash equivalents, and restricted cash at beginning of period Â Â 293,926 Â Â Â 484,132 Â Cash, cash equivalents, and restricted cash at end of period Â $ 218,365 Â Â $ 374,621 Â Supplemental disclosure of cash flow information: Â Â Â Â Â Â Cash paid for income taxes Â $ 25,904 Â Â $ 36,303 Â Cash paid for operating lease liabilities Â $ 7,534 Â Â $ 9,831 Â Cash paid for interest Â $ 309 Â Â $ 279 Â Supplemental noncash disclosure of cash flow information: Â Â Â Â Â Â Unpaid purchases of property and equipment and capitalized hosting arrangements Â $ 7,704 Â Â $ 4,509 Â Unpaid withholding taxes on net share settlement of restricted stock units Â $ 120 Â Â $ 3,958 Â Unpaid excise tax on repurchases of common stock Â $ 2,654 Â Â $ 559 Â Capitalized stock-based compensation expense in website development andÂ Â Â internal-use software costs and hosting arrangements Â $ 3,688 Â Â $ 2,437 Â Obtaining a right-of-use asset in exchange for an operating lease liability Â $ (5,029) Â $ 144,556 Â The accompanying notes are an integral part of these Unaudited Condensed Consolidated Financial Statements. 5 Â CarGurus, Inc. Notes to Unaudited Condensed Consolidated Financial Statements (dollars in thousands, except share and per share data, unless otherwise noted) 1. Organization and Business Description CarGurus, Inc. (the "Company") is a multinational, online automotive platform for buying and selling vehicles that is building upon its industry-leading listings marketplace with both digital retail solutions and the CarOffer, LLC ("CarOffer") online wholesale platform. The CarGurus platform gives consumers the confidence to purchase and/or sell a vehicle either online or in-person, and it gives dealerships the power to accurately price, effectively market, instantly acquire, and quickly sell vehicles, all with a nationwide reach. The Company uses proprietary technology, search algorithms, and data analytics to bring trust, transparency, and competitive pricing to the automotive shopping experience. The Company operates principally in the United States (the "U.S."). In the U.S. it also operates as independent brands the Autolist online marketplace and the CarOffer online wholesale platform. In addition to the U.S., the Company operates online marketplaces under the CarGurus brand in Canada and the United Kingdom (the "U.K."). In the U.K. it also operates as an independent brand the PistonHeads online marketplace.The Company has subsidiaries in the U.S., Canada, Ireland, and the U.K. and it has two reportable segments, U.S. Marketplace and Digital Wholesale. See Note 13 of the Unaudited Condensed Consolidated Financial Statements (as defined below) for further segment reporting and geographic information. 2. Summary of Significant Accounting PoliciesBasis of PresentationThe accompanying interim condensed consolidated financial statements are unaudited (the â€œUnaudited Condensed Consolidated Financial Statementsâ€). The Unaudited Condensed Consolidated Financial Statements and related disclosures have been prepared in conformity with accounting principles generally accepted in the U.S. (â€œGAAPâ€). Any reference in these notes to applicable guidance is meant to refer to GAAP as found in the Accounting Standards Codification (â€œASCâ€) and Accounting Standards Update ("ASU") of the Financial Accounting Standards Board (â€œFASBâ€).The Unaudited Condensed Consolidated Financial Statements have also been prepared pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (â€œSECâ€). Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. The Unaudited Condensed Consolidated Financial Statements reflect all adjustments, consisting of only normal recurring adjustments, necessary for the fair presentation of the Companyâ€™s financial statements for interim periods. These interim period results are not necessarily indicative of the results to be expected for any other interim period or the full year.The Unaudited Condensed Consolidated Financial Statements should be read in conjunction with the Companyâ€™s audited consolidated financial statements and the notes thereto included in the Companyâ€™s Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed with the SEC on February 26, 2024 (the â€œAnnual Reportâ€). While the Company disclosed unrealized gain on short-term investments and realized gain on short-term investments separately in the Unaudited Condensed Consolidated Statements of Cash Flows in the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2023, filed with the SEC on August 9, 2023, the accompanying Unaudited Condensed Consolidated Statements of Cash Flows for the quarter ended June 30, 2023 present unrealized gain on short-term investments and realized gain on short-term investments consolidated within other noncash expense, net to conform to the current year presentation.While the Company disclosed unpaid excise tax on repurchases of common stock within unpaid repurchases of common stock in the Unaudited Condensed Consolidated Statements of Cash Flows in the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2023, filed with the SEC on August 9, 2023, the accompanying Unaudited Condensed Consolidated Statements of Cash Flows for the quarter ended June 30, 2023 present unpaid excise tax on repurchases of common stock separately from unpaid repurchases of common stock to conform to the current year presentation.6 Â Principles of ConsolidationThe Unaudited Condensed Consolidated Financial Statements include the accounts of the Company and its subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.Subsequent Event ConsiderationsThe Company considers events or transactions that occur after the balance sheet date but prior to the issuance of the Unaudited Condensed Consolidated Financial Statements to provide additional evidence for certain estimates or to identify matters that require additional disclosure. The Company has evaluated all subsequent events and determined that there are no material recognized or unrecognized subsequent events requiring disclosure.Use of EstimatesThe preparation of the Unaudited Condensed Consolidated Financial Statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period.Although the Company regularly assesses these estimates, actual results could differ materially from these estimates. The Company bases its estimates on historical experience and various other assumptions that it believes to be reasonable under the circumstances. Actual results may differ from managementâ€™s estimates if these results differ from historical experience, or other assumptions do not turn out to be substantially accurate, even if such assumptions are reasonable when made. Changes in estimates are recognized in the period in which they become known.Critical estimates relied upon in preparing the Unaudited Condensed Consolidated Financial Statements include the determination of sales allowance and variable consideration in the Companyâ€™s revenue recognition, allowance for doubtful accounts, the impairment of long-lived assets, the capitalization of product, technology, and development costs for website development, internal-use software, and hosting arrangements, the valuation of acquired assets and liabilities, the valuation and recoverability of intangible assets and goodwill, the valuation of redeemable noncontrolling interest, the recoverability of the Companyâ€™s net deferred tax assets and related valuation allowance, the valuation of inventory, and the valuation of liability-classified compensation awards. Accordingly, the Company considers these to be its critical accounting estimates, and believes that of the Companyâ€™s significant accounting policies, these involve the greatest degree of judgment and complexity. For the three and six months ended June 30, 2024, there were no estimates related to the valuation of redeemable noncontrolling interest and the valuation of liability-classified compensation awards.During the three months ended June 30, 2024, the Company identified a triggering event for goodwill and other long-lived assets impairment testing purposes at the CarOffer reporting unit due to recent organizational changes and declines in the volume of the number of vehicles processed from car dealers, consumers, and other marketplaces through the CarOffer website within the applicable period within the Digital Wholesale segment ("Transactions"), which resulted in revisions to the Companyâ€™s financial projections for the CarOffer reporting unit. The Company performed an updated fair value analysis of the CarOffer reporting unit, resulting in an excess of carrying value over fair value of the CarOffer reporting unit. Due to the partial impairment of the CarOffer reporting unit goodwill, the remaining goodwill balance related to this reporting unit is still considered to be at risk for future impairments. If projected future operating results further decline, including as a result of economic conditions or operational challenges, the Company may need to record additional impairment charges to further reduce the goodwill at the CarOffer reporting unit, which could be material and negatively affect its operations. For further discussion of impairments related to goodwill and other long-lived assets, refer to Note 6 of the Unaudited Condensed Consolidated Financial Statements.Concentration of Credit RiskThe Company has no significant off-balance sheet risk, such as foreign exchange contracts, option contracts, or other foreign hedging arrangements. Financial instruments that potentially expose the Company to concentrations of credit risk consist primarily of cash, cash equivalents, short-term investments, trade accounts receivable, and other receivables. 7 Â The Company maintains its cash and cash equivalents principally with accredited financial institutions of high credit standing. Although the Company deposits its cash and cash equivalents with multiple financial institutions, its deposits with each such financial institution exceed governmental insured limits.The Company routinely assesses the creditworthiness of its customers and does not require collateral. The Company generally has not experienced any material losses related to receivables from individual customers or groups of customers.The Company had no material losses related to marketplace receivables as it was dispersed across a large number of customers. The Company had no material losses related to wholesale and product receivables as the third-party transaction processor does not release the title to the vehicle until successfully collecting funds from the buying dealer. Titling is handled by the Company's third-party transaction processor and titles are held in escrow until it collects funds from the buying dealer (i.e., title is legally transferred from the selling party to the buying party upon signing of bill of sale, but title is held in escrow by the third-party transaction processor until payment is received). Due to these factors, no additional credit risk beyond amounts provided for collection losses was believed by management to be probable in the Companyâ€™s accounts receivable and other receivables.As of June 30, 2024 and December 31, 2023, no customer accounted for more than 10% of net accounts receivable and other receivables. All of accounts receivable was dispersed among more than 1,000 customers. Therefore, there is no significant credit risk with respect to accounts receivable because credit risk is dispersed due to the large number of customers.For the three and six months ended June 30, 2024 and 2023, no customer accounted for more than 10% of total revenue.The Company is exposed to credit losses primarily through its trade accounts receivable, which includes receivables in transit, net of payables due, from a third-party transaction processor. The third-party transaction processor collects customer payments on the Company's behalf and remits them to the Company. Customer payments received by the third-party transaction processor, but not remitted to the Company as of period end, are deemed to be receivables in transit, net of payables due. Additionally, the third-party transaction processor provides payments in advance for certain selling dealers. If the third-party transaction processor does not receive buying dealer payments associated with the transaction paid in advance, the Company would guarantee losses incurred by the third-party transaction processor and the balance would be deducted from future remittances to the Company. To date, losses associated with these guarantees have not been material. The Company offsets trade accounts receivables in transit, net of payables due, from the third-party transaction processor with payments received in advance from the third-party transaction processor as it has the right of offset. At any point in time, the Company could have amounts due from the third-party transaction processor for funds the third-party transaction processor has collected from buying dealers and has not yet remitted to the Company (i.e., receivables in transit, net of payables due), as well as amounts paid by the third-party transaction processor to the Company in advance of collecting payments from buying dealers (i.e., payments received in advance). Therefore, as the Company has the right to offset, the Company can either have a net receivable balance due from the third-party transaction processor which is recognized within accounts receivable, net in the Unaudited Condensed Consolidated Balance Sheets, or the Company can have a net liability which is recognized within accrued expenses, accrued income taxes, and other current liabilities in the Unaudited Condensed Consolidated Balance Sheets if the advance payments exceed the receivable position from the third-party transaction processor as of the balance sheet date. The change in payments received in advance from the third-party transaction processor is presented as cash flows from financing activities in the Unaudited Condensed Consolidated Statements of Cash Flows.As of June 30, 2024, trade accounts receivable from receivables in transit, net of payables due, from the third-party transaction processor was $1,139, offset by payments received in advance of $1,935, which resulted in a net payable of $796 recognized within accrued expenses, accrued income taxes, and other current liabilities in the Unaudited Condensed Consolidated Balance Sheets. As of December 31, 2023, trade accounts receivable from receivables in transit, net of payables due, from the third-party transaction processor was $2,868, offset by payments received in advance of $2,015, which resulted in a net receivable of $853 recognized within accounts receivable, net in the consolidated balance sheets. As of June 30, 2024 and December 31, 2023, $11,120 and $9,581, respectively, was included in net accounts receivable, representing unbilled accounts receivable relating primarily to both advertising customers and dealers invoiced in the period subsequent to services rendered and revenue recognition adjustments for Company offered discounts given to dealers in accordance with ASC Topic 606, Revenue from Contracts with Customers ("ASC 606").8 Â Significant Accounting PoliciesThe Unaudited Condensed Consolidated Financial Statements reflect the application of certain significant accounting policies as described below and elsewhere in these notes to the Unaudited Condensed Consolidated Financial Statements. As of June 30, 2024, there have been no material changes in the Companyâ€™s significant accounting policies, which are detailed in the Annual Report.Recent Accounting Pronouncements Not Yet AdoptedFrom time to time, new accounting pronouncements are issued by the FASB or other standard setting bodies and adopted by the Company on or prior to the specified effective date. Unless otherwise discussed, the Company believes that the impact of recently issued standards that are not yet effective will not have a material impact on its financial position or results of operations upon adoption. As of June 30, 2024, there are no new accounting pronouncements that the Company is considering adopting, other than those described below.In December 2023 the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures ("ASU 2023-09"). ASU 2023-09 is intended to enhance the transparency and decision usefulness of income tax disclosures. ASU 2023-09 addresses investor requests for enhanced income tax information primarily through changes to the rate reconciliation and income taxes paid information. Early adoption is permitted. A public entity should apply ASU 2023-09 prospectively to all annual periods beginning after December 15, 2024. The Company is currently evaluating the impact of ASU 2023-09 on its future consolidated financial statements and related disclosures.In November 2023 the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures ("ASU 2023-07"). ASU 2023-07 is intended to enhance disclosures for significant segment expenses for all public entities required to report segment information in accordance with ASC Topic 280, Segment Reporting ("ASC 280"). ASC 280 requires a public entity to report for each reportable segment a measure of segment profit or loss that its chief operating decision maker (â€œCODMâ€) uses to assess segment performance and to make decisions about resource allocations. ASU 2023-07 is intended to improve financial reporting by requiring disclosure of incremental segment information on an annual and interim basis for all public entities to enable investors to develop more useful financial analyses. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. A public entity should apply ASU 2023-07 retrospectively to all prior periods presented in the consolidated financial statements. The Company is currently evaluating the impact of ASU 2023-07 on its future consolidated financial statements and related disclosures.In October 2023 the FASB issued ASU 2023-06, Disclosure Improvements â€“ Codification Amendments in Response to the SEC's Disclosure Update and Simplification Initiative ("ASU 2023-06"). ASU 2023-06 modifies the disclosure and presentation requirements for a variety of topics in the ASC. The Company is currently evaluating the impact of ASU 2023-06 on its future consolidated financial statements and related disclosures. 3. Revenue RecognitionÂ The following table summarizes revenue from contracts with customers by services and products for the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023:Â Â Â Three Months EndedJune 30, Â Â Six Months Ended June 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â

Marketplace Â $ 195,167 Â Â $ 170,950 Â Â $ 382,386 Â Â $ 338,077 Â Dealer-to-Dealer Â Â 15,492 Â Â Â 32,950 Â Â Â 33,991 Â Â Â 61,655 Â Sell My Car - Instant Max Cash Offer Â Â 8,033 Â Â Â 35,837 Â Â Â 18,111 Â Â Â 71,968 Â Total Â $ 218,692 Â Â $ 239,737 Â Â $ 434,488 Â Â $ 471,700 Â The Company provides disaggregation of revenue by services and products, by income statement presentation, by segment, and by geographic region.Revenue by services and products is disaggregated by (i) marketplace services, (ii) Dealer-to-Dealer services and products, and (iii) Sell My Car - Instant Max Cash Offer ("IMCO") services and products as disclosed above.9 Â Revenue by income statement presentation is disaggregated by (i) marketplace, (ii) wholesale, and (iii) product revenue sources as disclosed in the Unaudited Condensed Consolidated Income Statements. Marketplace services are included within marketplace revenue in the Unaudited Condensed Consolidated Income Statements. Dealer-to-Dealer and IMCO services and products are included within both wholesale revenue and product revenue in the Unaudited Condensed Consolidated Income Statements.Revenue by segment is disaggregated by (i) U.S. Marketplace and (ii) Digital Wholesale segments as disclosed in Note 13 of the Unaudited Condensed Consolidated Financial Statements. Marketplace services are included in the U.S. Marketplace segment and in the Other category of segment reporting. Dealer-to-Dealer and IMCO services and products are included in the Digital Wholesale segment.Revenue by geographic region is disaggregated by (i) U.S. and (ii) International regions as disclosed in Note 13 of the Unaudited Condensed Consolidated Financial Statements. Marketplace services are provided in the U.S. and International regions. Dealer-to-Dealer and IMCO services and products are provided in the U.S. region.The Company believes these categories best depict how the nature, amount, timing, and uncertainty of revenue and cash flows are affected by economic factors.ASC 606 requires that the Company disclose the aggregate amount of transaction price that is allocated to performance obligations that have not yet been satisfied as of the relevant quarter end.For contracts with an original expected duration greater than one year, the aggregate amount of the transaction price allocated to the performance obligations that were unsatisfied as of June 30, 2024, was approximately $55.7 million, which the Company expects to recognize over the next twelve months.For contracts with an original expected duration of one year or less, the Company has applied the practical expedient available under ASC 606 to not disclose the amount of transaction price allocated to unsatisfied performance obligations as of June 30, 2024. For performance obligations not satisfied as of June 30, 2024, and to which this expedient applies, the nature of the performance obligations, the variable consideration, and any consideration from contracts with customers not included in the transaction price is consistent with performance obligations satisfied as of June 30, 2024.For the three months ended June 30, 2024 and 2023, revenue recognized from amounts included in deferred revenue at the beginning of the period was $21,432 and $20,808, respectively. For the six months ended June 30, 2024 and 2023, revenue recognized from amounts included in deferred revenue at the beginning of the period was $21,322 and $12,249, respectively. 4. Fair Value of Financial InstrumentsAs of June 30, 2024 and December 31, 2023, assets measured at fair value on a recurring basis consist of the following:Â Â Â As of June 30, 2024 Â Â Â Quoted Pricesin Active Marketsfor Identical Assets(Level 1 Inputs) Â Â Significant OtherObservable Inputs(Level 2 Inputs) Â Â SignificantUnobservable Inputs(Level 3 Inputs) Â Â Total Â Cash equivalents: Â Â Â Â Â Â Â Â Â Â Â Â Mutual funds Â $ 96,449 Â Â $ â€” Â Â $ â€” Â Â $ 96,449 Â Total Â $ 96,449 Â Â $ â€” Â Â $ â€” Â Â $ 96,449 Â Â Â Â As of December 31, 2023 Â Â Â Quoted Pricesin Active Marketsfor Identical Assets(Level 1 Inputs) Â Â Significant OtherObservable Inputs(Level 2 Inputs) Â Â SignificantUnobservable Inputs(Level 3 Inputs) Â Â Total Â Cash equivalents: Â Â Â Â Â Â Â Â Â Â Â Â Mutual funds Â $ 73,449 Â Â $ â€” Â Â $ â€” Â Â $ 73,449 Â Short-term investments: Â Â Â Â Â Â Â Â Â Â Â Â Mutual funds Â Â 20,724 Â Â Â â€” Â Â Â â€” Â Â 20,724 Â Total Â $ 94,173 Â Â $ â€” Â Â $ â€” Â Â $ 94,173 Â Â 10 Â For the three months ended June 30, 2024, there was no dividend income recognized within interest income in the Unaudited Condensed Consolidated Income Statements. For the three months ended June 30, 2023 and for the six months ended June 30, 2024 and 2023, dividend income recognized within interest income in the Unaudited Condensed Consolidated Income Statement was immaterial.For the three months ended June 30, 2024, there was no unrealized and realized gain on short-term investments. For the three months ended June 30, 2023 and for the six months ended June 30, 2024 and 2023, unrealized and realized gain on short-term investments in equity securities was immaterial.As of June 30, 2024, the Company did not have any short-term investments as all were sold during the six months ended June 30, 2024. 5. Property and Equipment, NetAs of June 30, 2024 and December 31, 2023, property and equipment, net consist of the following: Â Â Â As ofJune 30,2024 Â Â As ofDecember 31,2023 Â Capitalized equipment Â $ 865 Â Â $ 1,326 Â Capitalized internal-use software Â Â 16,282 Â Â Â 12,279 Â Capitalized website development Â Â 70,477 Â Â Â 57,158 Â Furniture and fixtures Â Â 6,265 Â Â Â 8,149 Â Leasehold improvements Â Â 18,919 Â Â Â 23,308 Â Construction in progress Â Â 79,334 Â Â Â 39,835 Â Finance lease right-of-use assets Â Â 221 Â Â Â 288 Â Â Â Â 192,363 Â Â Â 142,343 Â Less accumulated depreciation and amortization Â Â (62,340) Â Â (58,973) Total Â $ 130,023 Â Â $ 83,370 Â Â For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, depreciation and amortization expense, excluding amortization of intangible assets, amortization of capitalized hosting arrangements, and impairments, was $4,906, $4,160, $10,505, and $8,202, respectively.For the three and six months ended June 30, 2024, the Company impaired $180 of Digital Wholesale segment capitalized website development costs within wholesale cost of revenue in the Unaudited Condensed Consolidated Income Statements related to certain developed technology that the Company decided to cease investment. For the three months ended June 30, 2023, the Company impaired $9 of U.S. Marketplace segment capitalized website development costs within marketplace cost of revenue in the Unaudited Condensed Consolidated Income Statements related to certain developed technology that the Company decided to cease investment. For the six months ended June 30, 2023, the Company impaired $184 of Digital Wholesale and U.S. Marketplace capitalized website development costs within wholesale and marketplace cost of revenue, respectively, in the Unaudited Condensed Consolidated Income Statements related to certain developed technology that the Company decided to cease investment.During the six months ended June 30, 2024, capitalized internal-use software costs increased $4,003 due primarily to continued net investment in the Company's software projects.During the six months ended June 30, 2024, capitalized website development costs increased $13,319 due primarily to continued net investment in the Company's product offerings.During the six months ended June 30, 2024, leasehold improvements costs decreased $4,389 due primarily to disposals of fully depreciated assets related to the expiration of the lease of office space at 2 Canal Park.During the six months ended June 30, 2024, construction in progress costs increased $39,499 due to the buildout of the Company's future headquarters located at 1001 Boylston Street. 11 Â 6. Goodwill and Other Long-Lived Asset ImpairmentBackgroundDuring the three months ended June 30, 2024, the Company identified a triggering event for goodwill and other long-lived assets impairment testing purposes at the CarOffer reporting unit due to recent organizational changes and Transaction volume declines, which resulted in revisions to the Companyâ€™s financial projections for the CarOffer reporting unit. Prior to testing the goodwill and other long-lived assets included in the CarOffer reporting unit for impairment, the Company first evaluated current assets, inclusive of the cash and cash-equivalents, accounts receivable, inventory, prepaid expenses, and other current assets allocated to the CarOffer reporting unit, under applicable guidance and identified no impairment. The Company then evaluated other long-lived assets included in the CarOffer reporting unit under ASC 360, Property, Plant, and Equipment (â€œASC 360â€). Other long-lived assets are tested for impairment at the asset group level, and the Company identified the asset group as the entire CarOffer reporting unit, which represents the lowest level for which identifiable cash flows are largely independent of the cash flows of other groups of assets and liabilities. As the CarOffer asset group did not pass the step one recoverability test on an undiscounted cash flow basis, the Company then compared the fair value of the asset group to its carrying value. To estimate the fair value of the asset group, the Company utilized an income-based valuation approach by means of a discounted cash flow method, based on market participant assumptions. The assumptions used to estimate the fair value using a discounted cash flow method included forecasted revenue and EBITDA, long term expectations for growth rates and operating profit margin, expected needs for annual capital expenditure and net working capital, and a market-participant discount rate derived via the capital asset pricing model. The excess of the carrying value of the asset group over the fair value was first allocated amongst the long-lived asset group (excluding goodwill), noting each individual long-lived asset within the group may not be impaired below its individual fair value.As discussed below, the Company recognized impairments of CarOffer lease right-of-use assets of $4,731 and the CarOffer brand intangible asset of $7,538 to bring the long-lived assetsâ€™ carrying value to fair value. All other long-lived assetsâ€™ carrying value were at or below fair value. Subsequent to performing the impairment assessment of its long-lived assets, the Company then assessed goodwill included in the CarOffer reporting unit, resulting in an impairment charge of $115,206, inclusive of the deferred tax impact of $28,437 due to the goodwill being tax deductible. Refer below for further details of each impairment charge.Right of Use AssetIn connection with the triggering event discussed above, the Company assessed the right-of-use assets associated with CarOffer's Addison, Texas lease for impairment. As noted above, the carrying value of the CarOffer asset group was determined to not be recoverable. As such, the Company evaluated the fair value of the CarOffer asset group as of June 30, 2024, using a discounted cash flow method that incorporated market participant assumptions. The resulting impairment loss was then allocated to each of the long-lived assets in the asset group, including the CarOffer right-of-use assets. This fair value measurement is categorized as Level 3 within the fair value included hierarchy as there are significant unobservable inputs utilized in the valuation technique, including the selected market rental rates based upon similar office spaces, the discount rate, and other estimated replacement costs. As of June 30, 2024, a non-cash impairment charge of $4,731 was allocated to the right-of-use assets in the CarOffer asset group, which was recognized within operating expenses in the Unaudited Condensed Consolidated Income Statements in the Digital Wholesale segment.Other Intangible AssetsIn connection with the triggering event discussed above, the Company recognized an impairment to its brand intangible assets included within the CarOffer asset group as of June 30, 2024 to reduce the carrying value of the brand intangible asset to its fair value. This fair value measurement is categorized as Level 3 within the fair value hierarchy as there are significant unobservable inputs utilized in the valuation technique. The Company estimated fair value using market participant assumptions and the relief from royalty method, with key inputs including forecasted revenue, royalty rate, discount rate, and the useful life.12 Â As of June 30, 2024, a non-cash impairment charge of $7,538 was allocated to the brand intangible asset for the CarOffer asset group, which was recognized within operating expenses in the Unaudited Condensed Consolidated Income Statements in the Digital Wholesale segment.As of June 30, 2024 and December 31, 2023, intangible assets consist of the following:Â Â Â As of June 30, 2024 Â Â Â WeightedAverageRemainingUseful Life(years) Â Â GrossCarryingAmount Â Â AccumulatedAmortization Â Â Accumulated Impairment Â Â Net CarryingAmount Â Brand Â Â 6.6 Â Â $ 32,138 Â Â $ 11,776 Â Â $ 7,538 Â Â $ 12,824 Â Customer relationships Â Â â€” Â Â Â 19,870 Â Â Â 19,870 Â Â Â â€” Â Â Â â€” Â Developed technology Â Â â€” Â Â Â 65,212 Â Â Â 64,565 Â Â Â 647 Â Â Â â€” Â Total Â Â Â Â Â $ 117,220 Â Â $ 96,211 Â Â $ 8,185 Â Â $ 12,824 Â As of December 31, 2023 Â Â Â WeightedAverageRemainingUseful Life(years) Â Â GrossCarryingAmount Â Â AccumulatedAmortization Â Â Accumulated Impairment Â Â Net CarryingAmount Â Brand Â Â 7.4 Â Â $ 32,193 Â Â $ 10,262 Â Â $ â€” Â Â $ 21,931 Â Customer relationships Â 0.0 Â Â Â 19,870 Â Â Â 19,620 Â Â Â â€” Â Â Â 250 Â Developed technology Â 0.0 Â Â Â 65,212 Â Â Â 63,690 Â Â Â 647 Â Â Â 875 Â Total Â Â Â Â Â $ 117,275 Â Â $ 93,572 Â Â $ 647 Â Â $ 23,056 Â For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, amortization of intangible assets was $757, $7,507, $2,639, and $15,041, respectively.For the three and the six months ended June 30, 2024, the Company wrote off $7,538 of Digital Wholesale segment intangible assets within operating expenses in the Unaudited Condensed Consolidated Income Statements related to the impairment discussed above.Â As of June 30, 2024, estimated amortization expense of intangible assets for future periods is as follows:Â Year Ending December 31, Â AmortizationExpense Â Remainder of 2024 Â $ 1,014 Â 2025 Â Â 2,028 Â 2026 Â Â 2,028 Â 2027 Â Â 2,028 Â 2028 Â Â 2,028 Â 2029 Â Â 1,439 Â Thereafter Â Â 2,259 Â Total Â $ 12,824 Â Â GoodwillThe Company determined that there were no indicators of impairment for the U.S. Marketplace or U.K. Marketplace reporting units and therefore an interim impairment assessment was not performed at June 30, 2024. 13 Â In connection with the triggering event discussed above, the Company evaluated the CarOffer reporting unit goodwill for impairment as of June 30, 2024, by comparing its estimated fair value to its carrying value. The Company estimated the fair value of the CarOffer reporting unit using an income-based valuation approach by means of a discounted cash flow method. This fair value measurement is categorized as Level 3 within the fair value hierarchy as there are significant unobservable inputs utilized in the valuation technique. The assumptions used to estimate the fair value of the reporting unit included forecasted revenue and EBITDA, long term expectations for growth rates and operating profit margin, expected needs for annual capital expenditure and net working capital, and a market-participant discount rate derived via the capital asset pricing model.As of June 30, 2024, the carrying value for the CarOffer reporting unit (after adjustments for other long-lived asset impairments discussed above) exceeded its fair value, resulting in a non-cash impairment charge of $86,769, which was recognized within operating expenses in the Unaudited Condensed Consolidated Income Statements in the Digital Wholesale segment. As the goodwill for the CarOffer reporting unit is tax deductible, the Company then calculated the deferred tax effect of the goodwill impairment charge using the simultaneous equation method. This resulted in additional goodwill impairment and deferred tax assets of $28,437, for a total goodwill impairment of $115,206 recognized within operating expenses in the Unaudited Condensed Consolidated Income Statements in the Digital Wholesale segment.As of June 30, 2024, changes in the carrying value of goodwill are as follows:Â Â Â U.S. Marketplace Â Â Digital Wholesale Â Â Other Â Â Total Â Balance as of December 31, 2023 Â $ 12,477 Â Â $ 130,451 Â Â $ 14,970 Â Â $ 157,898 Â Impairment of goodwill Â Â â€” Â Â Â (115,206) Â Â â€” Â Â Â (115,206) Other (1) Â Â â€” Â Â Â 4,323 Â Â Â â€” Â Â Â 4,323 Â Foreign currency translation adjustment Â Â â€” Â Â Â â€” Â Â Â (439) Â Â (439) Balance as of June 30, 2024 Â $ 12,477 Â Â $ 19,568 Â Â $ 14,531 Â Â $ 46,576 Â (1)During the three and six months ended June 30, 2024, the Company recognized an immaterial adjustment to goodwill and additional paid-in-capital, associated with the acquisitions of its equity interests in CarOffer, LLC.As of June 30, 2024, the accumulated impairment losses of goodwill were $115,206. As of December 31, 2023, there were no accumulated impairment losses of goodwill.Due to the partial impairment of the CarOffer reporting unit goodwill, the remaining goodwill balance related to this reporting unit is still considered to be at risk for future impairments. If projected future operating results further decline, including as a result of economic conditions or operational challenges, the Company may need to record additional impairment charges to further reduce the goodwill at the CarOffer reporting unit, which could be material and negatively affect its operations. 7. Accrued Expenses, Accrued Income Taxes, and Other Current LiabilitiesAs of June 30, 2024 and December 31, 2023, accrued expenses, accrued income taxes, and other current liabilities consist of the following: Â Â Â As ofJune 30,2024 Â Â As ofDecember 31,2023 Â Accrued bonus Â $ 12,443 Â Â $ 15,247 Â Other accrued expenses, accrued income taxes, and other current liabilities Â Â 21,481 Â Â Â 18,471 Â Total Â $ 33,924 Â Â $ 33,718 Â Â 14 Â 8. Debt As of June 30, 2024 and December 31, 2023, the Company had no long-term debt outstanding.Revolving Credit FacilityOn September 26, 2022, the Company entered into a Credit Agreement (the â€œCredit Agreementâ€) with PNC Bank, National Association, as administrative agent and collateral agent and an L/C Issuer (as defined in the Credit Agreement), and the other lenders, L/C Issuers, and parties thereto from time to time. The Credit Agreement consists of a revolving credit facility (the â€œ2022 Revolverâ€), which allows the Company to borrow up to $400.0 million, $50.0 million of which may be comprised of a letter of credit sub-facility (the "2022 Revolver Sub-facility"). The borrowing capacity under the Credit Agreement may be increased in accordance with the terms and subject to the adjustments as set forth in the Credit Agreement. Specifically, the borrowing capacity may be increased by an amount up to the greater of $250.0 million or 100% of Four Quarter Consolidated EBITDA (as defined in the Credit Agreement) if certain criteria are met and subject to certain restrictions. Any such increase requires lender approval. Proceeds of any borrowings may be used for general corporate purposes. The 2022 Revolver is scheduled to mature on September 26, 2027. The applicable interest rate is, at the Company's option, based on a number of different benchmark rates and applicable spreads, based on the ratio of the outstanding principal amount of the Companyâ€™s secured indebtedness to the trailing four quarters of consolidated EBITDA (as determined under the Credit Agreement, the â€œConsolidated Secured Net Leverage Ratioâ€). The Credit Agreement also requires the Company to pay a commitment fee to the lenders with respect of the unutilized revolving commitments at a rate ranging from 0.125% to 0.175% per annum based on the Consolidated Secured Net Leverage Ratio, as determined on a quarterly basis. The 2022 Revolver is secured by a first priority lien on substantially all tangible and intangible property of the Company, as well as any future guarantors, and pledges of the equity of certain wholly-owned subsidiaries, in each case subject to certain exceptions, limitations, and exclusions from the collateral. The Credit Agreement includes customary events of default and requires the Company to comply with customary affirmative and negative covenants, including a financial covenant requiring that the Company not exceed certain Consolidated Secured Net Leverage Ratio ranges at the end of each fiscal quarter. The Company was in compliance with all covenants as of June 30, 2024.As of June 30, 2024, there were no borrowings and $9,407 in letters of credit outstanding under the 2022 Revolver associated with the Company's leases, which reduced the borrowing capacity under the 2022 Revolver to $390,593. As of December 31, 2023, there were no borrowings and $9,627 in letters of credit outstanding under the 2022 Revolver, which reduced the borrowing capacity under the 2022 Revolver to $390,373.As of June 30, 2024 and December 31, 2023, deferred financing costs were $1,669 and $1,927, respectively.For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, amortization expense associated with deferred financing costs was immaterial. For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, commitment fees under the 2022 Revolver were immaterial. 9. Commitments and Contingencies Contractual Obligations and CommitmentsAs of

June 30, 2024, all of the Companyâ€™s property and equipment and hosting arrangements have been purchased with cash with the exception of unpaid amounts as disclosed in the Unaudited Condensed Consolidated Statements of Cash Flows. In connection with the Companyâ€™s operating lease agreement in Boston, Massachusetts for 225,428 square feet at 1001 Boylston Street (the â€œ1001 Boylston Street Lease"), the Company expects to spend an additional $16,348 to complete its buildout, of which $11,498 has been committed and remains unspent as of June 30, 2024. These costs will be partially reimbursable under the tenant improvement allowance.15 Â The Company is subject to a number of risks and uncertainties common to companies in its and similar industries and stages of development including, but not limited to, rapid technological changes, competition from substitute products and services from larger companies, management of international activities, protection of proprietary rights, patent litigation, and dependence on key individuals.LeasesThe Companyâ€™s material lease obligations consist of various leases for office space in: Boston, Massachusetts; Cambridge, Massachusetts; Addison, Texas; and Dublin, Ireland.As of June 30, 2024, there were no material changes in the Companyâ€™s leases from those disclosed in the Annual Report, other than those described below.Addison, TexasDuring the three months ended June 30, 2024, the Company identified an impairment of right-of-use assets associated with its Addison, Texas lease. For further information, refer to Note 6 of the Unaudited Condensed Consolidated Financial Statements.1001 BoylstonOn April 12, 2024 and May 3, 2024, the Company entered into various change orders regarding the 1001 Boylston Street Lease and related buildout. The change orders modify the responsibilities outlined in the 1001 Boylston Street Lease, and reallocate the responsibility of certain buildout costs from the landlord to the Company. The costs related to this work are reimbursable by the landlord, effectively increasing the tenant improvement allowance from the 1001 Boylston Street Lease by $456. The Company accounted for these change orders as a remeasurement of the 1001 Boylston Street Lease, using an incremental borrowing rate as of the modification date, May 3, 2024. The lease remeasurement resulted in a decrease in the lease liability and right-of-use asset on the Unaudited Condensed Consolidated Balance Sheets of $1,493. There was not a material impact on the Unaudited Condensed Consolidated Income Statement or future minimum lease payments.On March 19, 2024, the Company entered into a letter agreement regarding the 1001 Boylston Street Lease (the "2024 Letter Agreement"). The 2024 Letter Agreement memorializes the Substantial Completion Date, Commencement Date, Fixed Rent Commencement Date (as each term is defined in the 1001 Boylston Street Lease), and the rental credits and holdover compensation owed to the Company per the 1001 Boylston Street Lease. The 2024 Letter Agreement also modifies the parking privileges and payments, which commenced on June 1, 2024, and provides reimbursement from the landlord to the Company for additional unexpected costs incurred. The Company accounted for the 2024 Letter Agreement as a remeasurement of the 1001 Boylston Street Lease, using an incremental borrowing rate as of the modification date, March 19, 2024. The lease remeasurement resulted in a decrease in the lease liability and right-of-use asset on the Unaudited Condensed Consolidated Balance Sheets of $3,536. There was not a material impact on the Unaudited Condensed Consolidated Income Statement or future minimum lease payments. Restricted CashAs of June 30, 2024 and December 31, 2023, restricted cash was $2,196 and $2,563, respectively, and in each case primarily related to pass-through payments from customers related to the Companyâ€™s Digital Wholesale business.Legal Matters From time to time, the Company may become involved in legal proceedings or be subject to claims arising in the ordinary course of its business. The Company recognizes a liability when it believes that it is both probable that a liability has been incurred and the amount of loss can be reasonably estimated. Judgment is required to determine both the probability of having incurred a liability and the estimated amount of the liability. The Company is not presently subject to any pending or threatened litigation that it believes, if determined adversely to the Company, individually or taken together, would reasonably be expected to have a material adverse effect on its business or financial results. However, litigation is inherently unpredictable and the future outcome of legal proceedings and other contingencies may be unexpected or differ from the Companyâ€™s estimated liabilities, which could have a material adverse effect on the Companyâ€™s future financial results. 16 Â Guarantees and Indemnification ObligationsIn the ordinary course of business, the Company enters into agreements with its customers, partners, and service providers that include commercial provisions with respect to licensing, infringement, guarantees, indemnification, and other common provisions. The Company provides certain guarantees to dealers through products such as its 45-Day Guarantee and OfferGuard service offerings on the CarOffer platform, which are accounted for under ASC Topic 460, Guarantees. 45-Day Guarantee is an arrangement through which a selling dealer lists a car on the CarOffer platform, and the Company provides an offer to purchase the vehicle listed at a specified price at any time over a 45-day period. This provides the seller with a put option, where they have the right, but not the obligation, to require the Company to purchase the vehicle during this window. OfferGuard is an arrangement through which a buying dealer purchases a car on the CarOffer platform, and the Company provides an offer to purchase the vehicle at a specified price between days 1 and 3, and days 42 and 45 if the dealer is not able to sell the vehicle after 42 days. For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, income for guarantees purchased by dealers was $127, $546, $363, and $1,160, respectively. For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, the net gains or losses recognized within cost of revenue in the Unaudited Condensed Consolidated Income Statements resulting from dealers' exercise of guarantees was immaterial.As of June 30, 2024, the maximum potential amount of future payments that the Company could be required to make under these guarantees was $4,945. Of the maximum potential amount of future payments, the losses that were probable were not material. As such, as of June 30, 2024, the Company had no material contingent loss liabilities. As of December 31, 2023, the maximum potential amount of future payments that the Company could be required to make under these guarantees was $10,158. Of the maximum potential amount of future payments, the losses that were probable were not material. As such, as of December 31, 2023, the Company had no material contingent loss liabilities. 10. Stock-based Compensation and Common Stock Share Repurchases Stock-based Compensation ExpenseFor the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, stock-based compensation expense by award type and where the stock-based compensation expense was recognized in the Unaudited Condensed Consolidated Income Statements is as follows: Â Â Three Months EndedJune 30, Â Â Six Months Ended June 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Options Â $ 555 Â Â $ 590 Â Â $ 1,146 Â Â $ 1,204 Â Restricted Stock Units Â Â 15,002 Â Â Â 14,012 Â Â Â 30,233 Â Â Â 28,375 Â CO Incentive Units and Subject Units Â Â â€” Â Â Â 1,225 Â Â Â â€” Â Â Â 1,225 Â Total Â $ 15,557 Â Â $ 15,827 Â Â $ 31,379 Â Â $ 30,804 Â Â Â Â Three Months EndedJune 30, Â Â Six Months Ended June 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Cost of revenue Â $ 60 Â Â $ 185 Â Â $ 291 Â Â $ 328 Â Sales and marketing expense Â Â 3,250 Â Â Â 2,872 Â Â Â 6,124 Â Â Â 5,956 Â Product, technology, and development expense Â Â 6,024 Â Â Â 6,034 Â Â Â 12,001 Â Â Â 12,323 Â General and administrative expense Â Â 6,223 Â Â Â 6,736 Â Â Â 12,963 Â Â Â 12,197 Â Total Â $ 15,557 Â Â $ 15,827 Â Â $ 31,379 Â Â $ 30,804 Â Â 17 Â For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, stock-based compensation expense excluded $1,861, $1,292, $3,688, and $2,437, respectively, of capitalized website development costs, capitalized internal-use software costs, and capitalized hosting arrangements. Common Stock Share RepurchasesOn November 7, 2023, the Company announced that the Board of Directors authorized a share repurchase program (the "2024 Share Repurchase Program") pursuant to which the Company may, from time to time, purchase shares of its Class A common stock for an aggregate purchase price not to exceed $250.0 million. Share repurchases under the 2024 Share Repurchase Program may be made through a variety of methods, including but not limited to open market purchases, privately negotiated transactions, and transactions that may be effected pursuant to one or more plans under Rule 10b5-1 and/or Rule 10b-18 of the Securities Exchange Act of 1934, as amended. The 2024 Share Repurchase Program does not obligate the Company to repurchase any minimum dollar amount or number of shares. The 2024 Share Repurchase Program has an effective date of January 1, 2024, and an expiration date of December 31, 2024, and prior to its expiration may be modified, suspended, or discontinued by the Board of Directors at any time without prior notice. All repurchased shares of Class A common stock under the 2024 Share Repurchase Program will be retired. The Company has funded and expects to continue to fund any additional share repurchases under the 2024 Share Repurchase Program through cash on hand and cash generated from operations.On December 8, 2022, the Company announced that the Board of Directors authorized a share repurchase program (the â€œ2022 Share Repurchase Programâ€) pursuant to which the Company could, from time to time, purchase shares of its Class A common stock for an aggregate purchase price not to exceed $250.0 million. The 2022 Share Repurchase Program expired on December 31, 2023. The 2022 Share Repurchase Program did not obligate the Company to repurchase any minimum dollar amount or number of shares. All repurchased shares of Class A common stock under the 2022 Share Repurchase Program were retired. The Company funded share repurchases under the 2022 Share Repurchase Program through cash on hand and cash generated from operations.During the three months ended June 30, 2024, the Company repurchased and retired 2,654,807 shares for $61,350, exclusive of commissions and excise tax, at an average cost of $23.11 per share, under the 2024 Share Repurchase Program. During the six months ended June 30, 2024, the Company repurchased and retired 6,193,001 shares for $142,417, exclusive of commissions and excise tax, at an average cost of $23.00 per share, under the 2024 Share Repurchase Program. As of June 30, 2024, the Company had remaining authorization to purchase up to $107,583 of the Company's Class A common stock under the 2024 Share Repurchase Program. During the three months ended June 30, 2023, the Company repurchased and retired 1,311,387 shares for $21,968, exclusive of commissions and excise tax, at an average cost of $16.75 per share, under the 2022 Share Repurchase Program. During the six months ended June 30, 2023, the Company repurchased and retired 5,301,248 shares for $87,119, exclusive of commissions and excise tax, at an average cost of $16.43 per share, under the Share Repurchase Program. 11. Earnings Per Share The Company has two classes of common stock authorized: Class A common stock and Class B common stock. The rights of the holders of Class A and Class B common stock are identical, except with respect to voting and conversion. Each share of Class A common stock is entitled to one vote per share and each share of Class B common stock is entitled to ten votes per share. Each share of Class B common stock is convertible into one share of Class A common stock at the option of the holder at any time or automatically upon certain events described in the Companyâ€™s fourth amended and restated certificate of incorporation, including upon either the death or voluntary termination of the Companyâ€™s Executive Chair. The Company allocates undistributed earnings attributable to common stock between the common stock classes on a oneâ€‘toâ€‘one basis when computing net income per share. As a result, basic and diluted net income per share of Class A common stock and per share of Class B common stock are equivalent. During the three months ended June 30, 2024 and 2023 and the six months ended June 30, 2024 and 2023, no shares of Class B common stock were converted into Class A common stock.18 Â Basic net income per share (â€œBasic EPSâ€) is computed by dividing consolidated net income adjusted for net loss attributable to redeemable noncontrolling interest and changes in the redemption value of redeemable noncontrolling interest, if applicable, by the weighted-average number of common shares outstanding during the reporting period. The Company computes the weighted-average number of common shares outstanding during the reporting period using the total number of shares of Class A common stock and Class B common stock outstanding as of the last day of the previous year plus the weighted-average of any additional shares issued and outstanding during the reporting period, less the weighted-average of any shares repurchased during the period.Diluted net income per share (â€œDiluted EPSâ€) gives effect to all potentially dilutive securities. Diluted EPS is computed by dividing consolidated net income adjusted for net loss attributable to redeemable noncontrolling interest and changes in the redemption value of redeemable noncontrolling interest, if applicable and dilutive, by the weighted-average number of common shares outstanding during the reporting period using (i) the number of shares of common stock used in the Basic EPS calculation as indicated above, and (ii) if dilutive, the incremental weighted-average common stock that the Company would issue upon the exercise of stock options and the vesting of restricted stock units. The dilutive effect of these common stock equivalents is reflected in diluted earnings per share by application of the treasury stock method. For previous periods, the if-converted method was used to calculate the number of shares issuable upon exercise of the 2024 Put Right (as defined in Note 2 to the consolidated financial statements contained within the Annual Report), inclusive of CarOffer noncontrolling interest and CO Incentive and Subject Units (as each term is defined in Note 2 to the consolidated financial statements contained within the Annual Report), that would have been issuable as of the end of the reporting period assuming the end of the reporting period was also the end of the contingency period. For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, a reconciliation of the numerator and denominator used in the calculation of basic and diluted net (loss) income per share is as follows: Â Â Â Three Months EndedJune 30, Â Â Six Months Ended June 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Numerator: Â Â Â Â Â Â Â Â Â Â Â Consolidated net (loss) income Â $ (68,721) Â $ 13,817 Â Â $ (47,420) Â $ 25,683 Â Net loss attributable to redeemable noncontrolling interest Â Â â€” Â Â Â (2,596) Â Â â€” Â Â Â (6,862) Net (loss) income attributable to common stockholders â€” basic Â $ (68,721) Â $ 16,413 Â Â $ (47,420) Â $ 32,545 Â Net loss attributable to redeemable noncontrolling interest Â Â â€” Â Â Â (2,596) Â Â â€” Â Â Â (6,862) Net (loss) income attributable to common stockholders â€” diluted Â $ (68,721) Â $ 13,817 Â Â $ (47,420) Â $ 25,683 Â Denominator: Â Â Â Â Â Â Â Â Â Â Â Weighted-average number of shares of common stock used Â Â Â in computing net (loss) income per share attributable to Â Â Â common stockholders â€” basic Â Â 103,827,661 Â Â Â 113,438,057 Â Â Â 105,501,236 Â Â Â 114,392,961 Â Dilutive effect of share equivalents resulting from stock Â Â Â options Â Â â€” Â Â Â 226,406 Â Â Â â€” Â Â Â 228,043 Â Dilutive effect of share equivalents resulting fromÂ Â Â unvested restricted stock units Â Â â€” Â Â Â 826,188 Â Â Â â€” Â Â Â 576,886 Â Weighted-average number of shares of common stock Â Â Â used in computing net (loss) income per share attributable to Â Â Â common stockholders â€” diluted Â Â 103,827,661 Â Â Â 114,490,651 Â Â Â 105,501,236 Â Â Â 115,197,890 Â Net (loss) income per share attributable to common stockholders: Â Â Â Â Â Â Â Â Â Â Â Basic Â $ (0.66) Â $ 0.14 Â Â $ (0.45) Â $ 0.28 Â Diluted Â $ (0.66) Â $ 0.12 Â Â $ (0.45) Â $ 0.22 Â Â 19 Â For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, potentially dilutive common stock equivalents that have been excluded from the calculation of diluted weighted-average shares outstanding as their effect would have been anti-dilutive are as follows: Â Â Â Three Months EndedJune 30, Â Â Six Months Ended June 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Stock options outstanding Â Â 713,205 Â Â Â 558,080 Â Â Â 537,981 Â Â Â 559,054 Â Restricted stock units outstanding Â Â 6,567,748 Â Â Â 2,291,538 Â Â Â 1,025,342 Â Â Â 2,749,365 Â For the three and six months ended June 30, 2024, there was no effect of potentially dilutive shares as the numerator was negative and there were no contingently issuable shares as a result of the acquisition of remaining minority equity interests in CarOffer. For the three and six months ended June 30, 2023, the number of issuable shares estimated upon exercise of the 2024 Put Right was zero. 12. Income TaxesDuring the three months ended June 30, 2024 and 2023, the Company recognized an income tax benefit of $21,702 and an income tax provision of $8,601, representing an effective tax rate of 24.0% and 34.4%, respectively. During the six months ended June 30, 2024 and 2023, the Company recognized an income tax benefit of $13,318 and income tax provision of $15,132, representing an effective tax rate of 21.9%, and 31.7%, respectively. The effective tax rates for the three months ended June 30, 2024 and 2023 and the six months ended June 30, 2024 and 2023, was greater than the statutory tax rate of 21%, principally due to state and local income taxes, the Section 162(m) excess officer compensation limitation, and non-deductible meals and commuter fringe benefits, partially offset by federal and state research and development tax credits.The Organisation for Economic Co-operation and Development introduced an international tax framework under Pillar Two, which includes a global minimum tax of 15%. Pillar Two legislation has been enacted or substantively enacted in certain jurisdictions where the Company operates. The Pillar Two legislation became effective for the Company's fiscal year beginning January 1, 2024. The Company performed an assessment of its potential exposure to Pillar Two income taxes based on the Company's most recent tax filings, country-by-country reporting, and financial statements for the constituent entities within the Company. Based on the assessment performed, the Company meets the Pillar Two transitional safe harbor effective tax rate relief as all jurisdictions in which the Company operates are above 15%. The Company does not expect any exposure to Pillar Two income taxes in any jurisdictions.The Company and its subsidiaries are subject to various U.S. federal, state, and foreign income tax examinations. The Company is currently not subject to income tax examination for the tax years 2019 and prior as a result of applicable statute of limitations of the Internal Revenue Service and a majority of applicable state jurisdictions. The Company is currently not subject to examination in its foreign jurisdictions for the tax years 2018 and prior. 13. Segment and Geographic InformationThe Company has two reportable segments, U.S. Marketplace and Digital Wholesale. Segment information is presented in the same manner as the Companyâ€™s CODM reviews the Companyâ€™s operating results in assessing performance and allocating resources. The CODM reviews segment revenue and segment operating income (loss) as a proxy for the performance of the Company's operations. The Companyâ€™s Chief Executive Officer is the CODM on behalf of both reportable segments.The U.S. Marketplace segment derives revenue from marketplace services from customers within the U.S. The Digital Wholesale segment derives revenue from Dealer-to-Dealer and IMCO services and products which are sold on the CarOffer platform. The Company also has two operating segments which are individually immaterial and therefore aggregated into the Other category to reconcile reportable segments to the Unaudited Condensed Consolidated Income Statements. The Other category derives revenue from marketplace services from customers outside of the U.S. 20 Â Revenue and costs discretely incurred by reportable segments, including depreciation and amortization, are included in the calculation of reportable segment income (loss) from operations. For the three and six months ended June 30, 2023, Digital Wholesale segment (loss) from operations also reflects certain IMCO marketing and lead generation fees allocated from the U.S. Marketplace segment. Asset information by reportable segment is not provided to the CODM as asset information is assessed and reviewed on a consolidated

basis.For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, segment revenue, segment income (loss) from operations, and segment depreciation and amortization are as follows:Â Â Â Three Months EndedJune 30, Â Â Six Months Ended June 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Segment Revenue: Â Â Â Â Â Â Â Â Â Â Â U.S. Marketplace Â $ 180,052 Â Â $ 158,443 Â Â $ 353,040 Â Â $ 314,064 Â Digital Wholesale Â Â 23,525 Â Â Â 68,787 Â Â Â 52,102 Â Â Â 133,623 Â Other Â Â 15,115 Â Â Â 12,507 Â Â Â 29,346 Â Â Â 24,013 Â Total Â $ 218,692 Â Â $ 239,737 Â Â $ 434,488 Â Â $ 471,700 Â Â Â Three Months EndedJune 30, Â Â Six Months Ended June 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Segment Income (Loss) from Operations: Â Â Â Â Â Â Â Â Â Â Â U.S. Marketplace Â $ 42,043 Â Â $ 24,619 Â Â $ 76,260 Â Â $ 51,158 Â Digital Wholesale Â Â (138,158) Â Â (6,307) Â Â (148,498) Â Â (17,532) Other Â Â 2,531 Â Â Â (574) Â Â 4,938 Â Â Â (1,829) Total Â $ (93,584) Â $ 17,738 Â Â $ (67,300) Â $ 31,797 Â Â Â Three Months EndedJune 30, Â Â Six Months Ended June 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Segment Depreciation and Amortization: Â Â Â Â Â Â Â Â Â Â Â U.S. Marketplace Â $ 1,987 Â Â $ 2,823 Â Â $ 4,984 Â Â $ 5,563 Â Digital Wholesale Â Â 3,436 Â Â Â 8,701 Â Â Â 7,717 Â Â Â 17,394 Â Other Â Â 240 Â Â Â 143 Â Â Â 443 Â Â Â 286 Â Total Â $ 5,663 Â Â $ 11,667 Â Â $ 13,144 Â Â $ 23,243 Â For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, a reconciliation between total segment (loss) income from operations to consolidated (loss) income before income taxes is as follows: Â Â Â Three Months EndedJune 30, Â Â Six Months Ended June 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Total segment (loss) income from operations Â $ (93,584) Â $ 17,738 Â Â $ (67,300) Â $ 31,797 Â Total other income, net Â Â 3,161 Â Â Â 4,680 Â Â Â 6,562 Â Â Â 9,018 Â Consolidated (loss) income before income taxes Â $ (90,423) Â $ 22,418 Â Â $ (60,738) Â $ 40,815 Â As of June 30, 2024 and December 31, 2023, segment assets are as follows:Â Â Â As ofJune 30,2024 Â Â As ofDecember 31,2023 Â Segment Assets: Â Â Â Â Â Â U.S. Marketplace Â $ 575,121 Â Â $ 607,307 Â Digital Wholesale Â Â 137,445 Â Â Â 258,458 Â Other Â Â 40,765 Â Â Â 53,162 Â Total Â $ 753,331 Â Â $ 918,927 Â Â 21 Â Digital Wholesale segment assets decreased $121,013, primarily due to the goodwill and other long-lived asset impairment associated with the CarOffer reporting unit of $127,475, due to the recent organizational changes and Transaction volume declines, which resulted in revisions to the Companyâ€™s financial projections for the CarOffer reporting unit. For further discussion of impairments related to right-of-use assets, intangible assets, and goodwill, refer to Note 6 of the Unaudited Condensed Consolidated Financial Statements.Â For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, revenue by geographical region is as follows: Â Â Â Three Months EndedJune 30, Â Â Six Months Ended June 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Revenue by Geographic Region: Â Â Â Â Â Â Â Â Â Â Â United States Â $ 203,577 Â Â $ 227,230 Â Â $ 405,142 Â Â $ 447,687 Â International Â Â 15,115 Â Â Â 12,507 Â Â Â 29,346 Â Â Â 24,013 Â Total Â $ 218,692 Â Â $ 239,737 Â Â $ 434,488 Â Â $ 471,700 Â Â 22 Â Item 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations. You should read the following discussion and analysis of our financial condition and results of operations together with our unaudited interim condensed consolidated financial statements, or the Unaudited Condensed Consolidated Financial Statements, and the related notes thereto, included elsewhere in this Quarterly Report, and our consolidated financial statements and the related notes and other financial information included in our Annual Report. Some of the information contained in this discussion and analysis or elsewhere in this Quarterly Report, including information with respect to our plans and strategy for our business and our performance and future success, includes forward-looking statements that involve risks and uncertainties. See â€œSpecial Note Regarding Forward-Looking Statements.â€ For a discussion of important factors that could cause actual results to differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis you should review our Annual Report, including those cautionary statements set forth under Part I, Item 1A â€œRisk Factors,â€ and in Part II, Item 1A, â€œRisk Factors,â€ of this Quarterly Report. We qualify all of our forward-looking statements by such cautionary statements. In this discussion, we use financial measures that are considered non-GAAP financial measures under SEC rules. These rules regarding non-GAAP financial measures require supplemental explanation and reconciliation, which are included elsewhere in this Quarterly Report. Investors should not consider non-GAAP financial measures in isolation from or in substitution for, financial information presented in compliance with United States, or U.S., generally accepted accounting principles, or GAAP. This section of this Quarterly Report discusses 2024 and 2023 items and period-to-period comparisons between 2024 and 2023. The periodâ€‘toâ€‘period comparison of financial results is not necessarily indicative of future results. Company Overview CarGurus, Inc. is a multinational, online automotive platform for buying and selling vehicles that is building upon its industry-leading listings marketplace with both digital retail solutions and the CarOffer online wholesale platform. The CarGurus platform gives consumers the confidence to purchase and/or sell a vehicle either online or in person, and it gives dealerships the power to accurately price, effectively market, instantly acquire, and quickly sell vehicles, all with a nationwide reach. We use proprietary technology, search algorithms, and data analytics to bring trust, transparency, and competitive pricing to the automotive shopping experience. We operate principally in the U.S. In the U.S., we also operate as independent brands the Autolist online marketplace and the CarOffer online wholesale platform. In addition to the U.S., we operate online marketplaces under the CarGurus brand in Canada and the United Kingdom, or U.K. In the U.K., we also operate as an independent brand the PistonHeads online marketplace. We have subsidiaries in the U.S., Canada, Ireland, and the U.K. and we have two reportable segments, U.S. Marketplace and Digital Wholesale. See Note 13 of the Unaudited Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report for further segment reporting and geographic information. We derive our revenue from marketplace revenue, wholesale revenue, and product revenue. Marketplace revenue is included in the U.S. Marketplace segment and Other category of segment reporting. Wholesale revenue and product revenue are included in the Digital Wholesale segment. We generate marketplace revenue primarily from (i) dealer subscriptions to our Listings packages and Real-time Performance Marketing, or RPM, digital advertising suite, Digital Retail, and Sell My Car - Top Dealer Offers, or TDO, (ii) advertising revenue from auto manufacturers and other auto-related brand advertisers, and (iii) revenue from partnerships with financing services companies. We generate wholesale revenue primarily from (x) transaction fees earned from the purchase and sale of vehicles between dealers, or Dealer-to-Dealer transactions, (y) transaction fees earned from the sale of vehicles to dealers that we acquire at other marketplaces, and (z) transaction fees earned from performing inspection and transportation services, inclusive of Dealer-to-Dealer transactions, other marketplace-to-dealer transactions, and IMCO transactions (as defined below). We generate product revenue primarily from (A) aggregate proceeds received from the sale of vehicles to dealers that were acquired directly from customers, or Sell My Car - Instant Max Cash Offer, or IMCO transactions, and (B) proceeds received from the sale of vehicles that were acquired through arbitration. For the three months ended June 30, 2024, we generated revenue of $218.7 million, a 9% decrease from $239.7 million of revenue for the three months ended June 30, 2023. For the three months ended June 30, 2024, we generated consolidated net loss of $68.7 million and Consolidated Adjusted EBITDA of $55.6 million, compared to consolidated net income of $13.8 million and Consolidated Adjusted EBITDA of $45.2 million for the three months ended June 30, 2023. 23 Â For the six months ended June 30, 2024, we generated revenue of $434.5 million, an 8% decrease from $471.7 million of revenue for the six months ended June 30, 2023. For the six months ended June 30, 2024, we generated consolidated net loss of $47.4 million and Consolidated Adjusted EBITDA of $106.0 million, compared to consolidated net income of $25.7 million and Consolidated Adjusted EBITDA of $86.0 million for the six months ended June 30, 2023. See below for more information regarding our use and reconciliation of these non-GAAP financial measures. Key Business Metrics We regularly review a number of metrics, including the key metrics listed below, to evaluate our business, measure our performance, identify trends affecting our business, formulate financial projections, and make operating and strategic decisions. We believe it is important to evaluate these metrics for the U.S. and International geographic regions. The International region derives revenue from marketplace revenue from customers outside of the U.S. International markets perform differently from the U.S. market due to a variety of factors, including our operating history in each market, our rate of investment, market size, market maturity, competition, and other dynamics unique to each country. Monthly Unique Users For each of our websites (excluding the CarOffer website), we define a monthly unique user as an individual who has visited any such website within a calendar month, based on data as measured by Google Analytics. We calculate average monthly unique users as the sum of the monthly unique users of each of our websites in a given period, divided by the number of months in that period. We count a unique user the first time a computer or mobile device with a unique device identifier accesses any of our websites during a calendar month. If an individual accesses a website using a different device within a given month, the first access by each such device is counted as a separate unique user. If an individual uses multiple browsers on a single device and/or clears their cookies and returns to our website within a calendar month, each such visit is counted as a separate unique user. We view our average monthly unique users as a key indicator of the quality of our user experience, the effectiveness of our advertising and traffic acquisition, and the strength of our brand awareness. Measuring unique users is important to us and we believe it provides useful information to our investors because our marketplace revenue depends, in part, on our ability to provide dealers with connections to our users and exposure to our marketplace audience. We define connections as interactions between consumers and dealers on our marketplace through phone calls, email, managed text and chat, and clicks to access the dealerâ€™s website or map directions to the dealership. Â Â Â Three Months EndedJune 30, Â Â Six Months Ended June 30, Â Average Monthly Unique Users Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Â Â (in thousands) Â Â (in thousands) Â United States Â Â 30,246 Â Â Â 31,907 Â Â Â 32,126 Â Â Â 31,947 Â International Â Â 8,908 Â Â Â 7,379 Â Â Â 8,738 Â Â Â 7,285 Â Total Â Â 39,154 Â Â Â 39,286 Â Â Â 40,864 Â Â Â 39,232 Â Â 24 Â Monthly Sessions We define monthly sessions as the number of distinct visits to our websites (excluding the CarOffer website) that take place each month within a given time frame, as measured and defined by Google Analytics. We calculate average monthly sessions as the sum of the monthly sessions in a given period, divided by the number of months in that period. A session is defined as beginning with the first page view from a computer or mobile device and ending at the earliest of when a user closes their browser window, after 30 minutes of inactivity, or each night at midnight (i) Eastern Time for our U.S. and Canada websites, other than the Autolist website, (ii) Pacific Time for the Autolist website, and (iii) Greenwich Mean Time for our U.K. websites. A session can be made up of multiple page views and visitor actions, such as performing a search, visiting vehicle detail pages, and connecting with a dealer. We believe that measuring the volume of sessions in a time period, when considered in conjunction with the number of unique users in that time period, is an important indicator to us of consumer satisfaction and engagement with our marketplace, and we believe it provides useful information to our investors because the more satisfied and engaged consumers we have, the more valuable our service is to dealers. Â Â Â Three Months EndedJune 30, Â Â Six Months Ended June 30, Â Average Monthly Sessions Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Â Â (in thousands) Â Â (in thousands) Â United States Â Â 80,843 Â Â Â 84,355 Â Â Â 84,565 Â Â Â 84,314 Â International Â Â 20,439 Â Â Â 17,137 Â Â Â 20,077 Â Â Â 16,904 Â Total Â Â 101,282 Â Â Â 101,492 Â Â Â 104,642 Â Â Â 101,218 Â Number of Paying Dealers We define a paying dealer as a dealer account with an active, paid marketplace subscription at the end of a defined period. The number of paying dealers we have is important to us and we believe it provides valuable information to investors because it is indicative of the value proposition of our marketplace products, as well as our sales and marketing success and opportunity, including our ability to retain paying dealers and develop new dealer relationships. Â Â Â As of June 30, Â Number of Paying Dealers Â 2024 Â Â 2023 Â Â Â Â Â Â Â Â United States Â Â 24,446 Â Â Â 24,220 Â International Â Â 6,906 Â Â Â 6,877 Â Total Â Â 31,352 Â Â Â 31,097 Â Transactions We define Transactions within the Digital Wholesale segment as the number of vehicles processed from car dealers, consumers, and other marketplaces through the CarOffer website within the applicable period. Transactions consists of each unique vehicle (based on vehicle identification number) that reaches "sold and invoiced" status on the CarOffer website within the applicable period, including vehicles sold to car dealers, vehicles sold at third-party auctions, vehicles ultimately sold to a different buyer, and vehicles that are returned to their owners without completion of a sale transaction. We exclude vehicles processed within CarOffer's intra-group trading solution (Group Trade) from the definition of Transactions, and we only count any unique vehicle once even if it reaches sold status multiple times. Digital Wholesale includes Dealer-to-Dealer transactions and IMCO transactions. We view Transactions as a key business metric, and we believe it provides useful information to investors, because it provides insight into growth and revenue for the Digital Wholesale segment. Transactions drive a significant portion of Digital Wholesale segment revenue. We believe growth in Transactions demonstrates consumer and dealer utilization and our market share penetration in the Digital Wholesale segment. Â Â Â Three Months EndedJune 30, Â Â Six Months Ended June 30, Â Transactions Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Transactions Â Â 8,778 Â Â Â 20,793 Â Â Â 19,080 Â Â Â 38,298 Â Â 25 Â Quarterly Average Revenue per Subscribing Dealer (QARSD) We define QARSD, which is measured at the end of a fiscal quarter, as the marketplace revenue primarily from subscriptions to our Listings packages and RPM, our digital advertising suite, and other digital add-on products during that trailing quarter divided by the average number of paying dealers in that marketplace during the quarter. We calculate the average number of paying dealers for a period by adding the number of paying dealers at the end of such period and the end of the prior period and dividing by two. This information is important to us, and we believe it provides useful information to investors, because we believe that our ability to grow QARSD is an indicator of the value proposition of our products and the return on investment, or ROI, that our paying dealers realize from our products. In addition, increases in QARSD, which we believe reflect the value of exposure to our engaged audience in relation to subscription cost, are driven in part by our ability to grow the volume of connections to our users and the quality of those connections, which result in increased opportunity to upsell package levels and cross-sell additional products to our paying dealers. Â Â Â As of June 30, Â Quarterly Average Revenue per Subscribing Dealer (QARSD) Â 2024 Â Â 2023 Â United States Â $ 6,942 Â Â $ 6,110 Â International Â $ 1,935 Â Â $ 1,610 Â Consolidated Â $ 5,848 Â Â $ 5,116 Â Consolidated Adjusted EBITDA, Adjusted EBITDA, and Adjusted EBITDA attributable to redeemable noncontrolling interest To provide investors with additional information regarding our financial results, we have presented within this Quarterly Report Consolidated Adjusted EBITDA, Adjusted EBITDA, and Adjusted EBITDA attributable to redeemable noncontrolling interest, each of which is a nonâ€‘GAAP financial measure. These nonâ€‘GAAP financial measures are not based on any standardized methodology prescribed by GAAP, and are not necessarily comparable to any similarly titled measures presented by other companies. We define Consolidated Adjusted EBITDA as consolidated net income, adjusted to exclude: depreciation and amortization, goodwill and other long-lived asset impairment, stockâ€‘based compensation expense, stock-based compensation expense for CarOffer, LLC Units (as defined below), transaction-related expenses, other income, net, and (benefit from) provision for income taxes. We define Adjusted EBITDA as Consolidated Adjusted EBITDA adjusted to exclude: Adjusted EBITDA attributable to redeemable noncontrolling interest. We define Adjusted EBITDA attributable to redeemable noncontrolling interest as net loss attributable to redeemable noncontrolling interest, adjusted to exclude: depreciation and amortization, impairment of long-lived assets, stockâ€‘based compensation expense, stock-based compensation expense for CarOffer, LLC Units, other expense, net, and (benefit from) provision for income taxes. These exclusions are adjusted for redeemable noncontrolling interest of 38% by taking the noncontrolling interest's full financial results and multiplying each line item in the reconciliation by 38%. We note that we use 38%, versus 49%, to allocate the share of loss because it represents the portion attributable to the redeemable noncontrolling interest. The 38% is exclusive of CO Incentive Units, Subject Units, and 2021 Incentive Units (as each term is defined in Note 2 to our consolidated financial statements contained within our Annual Report), which are liability-classified awards that do not participate in the share of loss. Adjusted EBITDA attributable to redeemable noncontrolling interest is reflective of our acquisition of the remaining minority equity interests in CarOffer completed on December 1, 2023, or the 2023 CarOffer Transaction. Following the 2023 CarOffer Transaction there was no redeemable noncontrolling interest as of December 1, 2023, and as a result, Consolidated Adjusted EBITDA is equivalent to Adjusted EBITDA for the three and six months ended June 30, 2024. We have presented Consolidated Adjusted EBITDA and Adjusted EBITDA within this Quarterly Report because they are key measures used by our management and Board of Directors to understand and evaluate our operating performance, generate future operating plans, and make strategic decisions regarding the allocation of capital. In particular, we believe that the exclusion of certain items in calculating Consolidated Adjusted EBITDA and Adjusted EBITDA can produce a useful measure for periodâ€‘toâ€‘period comparisons of our business. We have presented Adjusted EBITDA attributable to redeemable noncontrolling interest because it is used by our management to reconcile Consolidated Adjusted EBITDA to Adjusted EBITDA. It represents the portion of Consolidated Adjusted EBITDA that is attributable to our redeemable noncontrolling interest. Adjusted EBITDA attributable to redeemable noncontrolling interest is not intended to be reviewed on its own. 26 Â We use Consolidated Adjusted EBITDA and Adjusted EBITDA to evaluate our operating performance and trends and make planning decisions. We believe Consolidated Adjusted EBITDA and Adjusted EBITDA help identify underlying trends in our business that could otherwise be masked by the effect of the expenses that we exclude. Accordingly, we believe that Consolidated Adjusted EBITDA and Adjusted EBITDA provide useful information to investors and others in understanding and evaluating our operating results, enhancing the overall understanding of our past performance and future prospects, and allowing for greater transparency with respect to key financial metrics used by our management in its financial and operational decisionâ€‘making. We use Adjusted EBITDA attributable to redeemable noncontrolling interest to reconcile Consolidated Adjusted EBITDA to Adjusted EBITDA. It enables an investor to gain a clearer understanding of the portion of Consolidated Adjusted EBITDA that is attributable to our redeemable noncontrolling interest. Our Consolidated Adjusted EBITDA,

Adjusted EBITDA, and Adjusted EBITDA attributable to redeemable noncontrolling interest are not prepared in accordance with GAAP, and should not be considered in isolation of, or as an alternative to, measures prepared in accordance with GAAP. There are a number of limitations related to the use of Consolidated Adjusted EBITDA, Adjusted EBITDA, and Adjusted EBITDA attributable to redeemable noncontrolling interest rather than consolidated net income and net loss attributable to redeemable noncontrolling interest, respectively, which are the most directly comparable GAAP equivalents. Some of these limitations are: â€¢Consolidated Adjusted EBITDA, Adjusted EBITDA, and Adjusted EBITDA attributable to redeemable noncontrolling interest exclude depreciation and amortization expense and, although these are nonâ€‘cash expenses, the assets being depreciated may have to be replaced in the future; â€¢Consolidated Adjusted EBITDA, Adjusted EBITDA, and Adjusted EBITDA attributable to redeemable noncontrolling interest exclude goodwill and other long-lived asset impairment, which include non-cash one-time expenses associated with the impairment of the CarOffer reporting unit as well as other long-lived asset impairments, certain of which may have to be replaced in the future; â€¢Consolidated Adjusted EBITDA, Adjusted EBITDA, and Adjusted EBITDA attributable to redeemable noncontrolling interest exclude stockâ€‘based compensation expense, which will be, for the foreseeable future, a significant recurring expense for our business and an important part of our compensation strategy; â€¢Consolidated Adjusted EBITDA, Adjusted EBITDA, and Adjusted EBITDA attributable to redeemable noncontrolling interest exclude stockâ€‘based compensation expense for CarOffer, LLC Units, which consists of one-time modifications and expense associated with our CO Incentive Units and Subject Units, as defined in Note 2 to the consolidated financial statements contained within our Annual Report, and Noncontrolling Interest Units, as defined in Note 4 to the consolidated financial statements contained within our Annual Report; â€¢Consolidated Adjusted EBITDA and Adjusted EBITDA exclude transaction-related expenses incurred by us during a reporting period, which are inclusive of certain transaction and integration costs associated with the 2023 CarOffer Transaction and which may not be reflective of our operational performance during such period, for acquisitions that have been completed as of the filing date of our annual or quarterly report (as applicable) relating to such period; â€¢Consolidated Adjusted EBITDA, Adjusted EBITDA, and Adjusted EBITDA attributable to redeemable noncontrolling interest exclude other income, net, which consists primarily of interest income earned on our cash, cash equivalents, and short-term investments, and foreign exchange gains and losses; â€¢Consolidated Adjusted EBITDA, Adjusted EBITDA, and Adjusted EBITDA attributable to redeemable noncontrolling interest exclude the (benefit from) provision for income taxes; â€¢Adjusted EBITDA excludes Adjusted EBITDA attributable to redeemable noncontrolling interest, which is calculated as the net loss attributable to redeemable noncontrolling interest, adjusted for all exclusions used to calculate Consolidated Adjusted EBITDA as described above; and â€¢other companies, including companies in our industry, may calculate Consolidated Adjusted EBITDA, Adjusted EBITDA, and Adjusted EBITDA attributable to redeemable noncontrolling interest differently, which reduces their usefulness as a comparative measure. 27 Â Because of these limitations, we consider, and you should consider, Consolidated Adjusted EBITDA, Adjusted EBITDA, and Adjusted EBITDA attributable to redeemable noncontrolling interest together with other operating and financial performance measures presented in accordance with GAAP. For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, the following table presents a reconciliation of Consolidated Adjusted EBITDA and Adjusted EBITDA to consolidated net (loss) income, the most directly comparable measure calculated in accordance with GAAP for each of the periods presented. Â Â Â Three Months EndedJune 30, Â Â Â Six Months Ended June 30, Â Â Â 2024 Â Â 2023(1) Â Â 2024 Â Â 2023(1) Â Â Â (in thousands) Â Â (in thousands) Â Reconciliation of Consolidated Adjusted EBITDA and Adjusted EBITDA: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Consolidated net (loss) income Â $ (68,721) Â $ 13,817 Â Â $ (47,420) Â $ 25,683 Â Depreciation and amortization Â Â 5,663 Â Â Â 11,667 Â Â Â 13,144 Â Â Â 23,243 Â Goodwill and other long-lived asset impairment (2) Â Â 127,655 Â Â Â 9 Â Â Â 127,655 Â Â Â 184 Â Stock-based compensation expense Â Â 15,557 Â Â Â 14,602 Â Â Â 31,379 Â Â Â 29,579 Â Stock-based compensation expense for CarOffer, LLC Units Â Â â€” Â Â Â 1,225 Â Â Â â€” Â Â Â 1,225 Â Transaction-related expenses Â Â 265 Â Â Â â€” Â Â Â 1,076 Â Â Â â€” Â Other income, net Â Â (3,161) Â Â (4,680) Â Â (6,562) Â Â (9,018) (Benefit from) provision for income taxes Â Â (21,702) Â Â 8,601 Â Â Â (13,318) Â Â 15,132 Â Consolidated Adjusted EBITDA Â Â 55,556 Â Â Â 45,241 Â Â Â 105,954 Â Â Â 86,028 Â Adjusted EBITDA attributable to redeemable noncontrolling interest Â Â â€” Â Â Â 1,590 Â Â Â â€” Â Â Â 913 Â Adjusted EBITDA Â $ 55,556 Â Â $ 43,651 Â Â $ 105,954 Â Â $ 85,115 Â (1)We have updated the table above to separately disclose the stock-based compensation expense for CarOffer, LLC Units and, as such, have updated the three and six months ended June 30, 2023 for comparison purposes. (2)During the three and six months ended June 30, 2024, we recognized a goodwill impairment and presented it with long-lived asset impairment. During the three and six months ended June 30, 2023, we did not have a goodwill impairment. For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, the following table presents a reconciliation of Adjusted EBITDA attributable to redeemable noncontrolling interest to net loss attributable to redeemable noncontrolling interest, the most directly comparable measure calculated in accordance with GAAP, for each of the periods presented. Â Â Â Three Months EndedJune 30, Â Â Â Six Months Ended June 30, Â Â Â 2024 Â Â 2023(2) Â Â 2024 Â Â 2023(2) Â Â Â (in thousands) Â Â (in thousands) Â Reconciliation of Adjusted EBITDA attributable to redeemable noncontrolling interest: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Net loss attributable to redeemable noncontrolling interest Â $ â€” Â Â $ (2,596) Â $ â€” Â Â $ (6,862) Depreciation and amortization (1) Â Â â€” Â Â Â 2,951 Â Â Â â€” Â Â Â 5,899 Â Other long-lived asset impairmentÂ (1) Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 67 Â Stock-based compensation expense (1) Â Â â€” Â Â Â 208 Â Â Â â€” Â Â Â 429 Â Stock-based compensation expense for CarOffer, LLC UnitsÂ (1) Â Â â€” Â Â Â 467 Â Â Â â€” Â Â Â 467 Â Other expense, netÂ (1) Â Â â€” Â Â Â 540 Â Â Â â€” Â Â Â 888 Â Provision for income taxes (1) Â Â â€” Â Â Â 20 Â Â Â â€” Â Â Â 25 Â Adjusted EBITDA attributable to redeemable noncontrolling interest Â $ â€” Â Â $ 1,590 Â Â $ â€” Â Â $ 913 Â (1)These exclusions are adjusted to reflect the noncontrolling interest of 38%. (2)We have updated the table above to separately disclose the stock-based compensation expense for CarOffer, LLC Units and, as such, have updated the three and six months ended June 30, 2023 for comparison purposes. 28 Â Components of Unaudited Condensed Consolidated Income Statements Revenue We derive our revenue from marketplace revenue, wholesale revenue, and product revenue. Marketplace revenue is included in the U.S. Marketplace segment and Other category of segment reporting. Wholesale revenue and product revenue are included in the Digital Wholesale segment. We generate marketplace revenue primarily from (i) dealer subscriptions to our Listings packages, RPM, digital advertising suite, Digital Retail, and Sell My Car - TDO, (ii) advertising revenue from auto manufacturers and other autoâ€‘related brand advertisers, and (iii) revenue from partnerships with financing services companies. We generate wholesale revenue primarily from (x) transaction fees earned from Dealer-to-Dealer transactions, (y) transaction fees earned from the sale of vehicles to dealers that we acquire at other marketplaces, and (z) transaction fees earned from performing inspection and transportation services, inclusive of Dealer-to-Dealer transactions, other marketplace-to-dealer transactions, and IMCO transactions. We generate product revenue primarily from (A) aggregate proceeds received from the sale of vehicles that were acquired through IMCO transactions, and (B) proceeds received from the sale of vehicles that were acquired through arbitration. Marketplace Revenue We offer multiple types of marketplace Listings packages to our dealers for our CarGurus U.S. platform (availability varies on our other marketplaces): Restricted Listings, which is free; and various levels of Listings packages, which each require a paid subscription under a monthly, quarterly, semiannual, or annual subscription basis. Our subscriptions for customers generally auto-renew on a monthly basis and are cancellable by dealers with 30 days' advance notice prior to the commencement of the applicable renewal term. Subscription pricing is determined based on a dealerâ€™s inventory size, region, and our assessment of the connections and ROI the platform will provide them and is subject to discounts and/or fee reductions that we may offer from time to time. We also offer all dealers on the platform access to our Dealer Dashboard, which includes a performance summary, Dealer Insights tool, and user review management platform. Only dealers subscribing to a paid Listings package have access to the Pricing Tool, Market Analysis tool, and Instant Market Value, or IMV, Scan tool. For details on the Dealer Dashboard and these merchandising tools, refer to â€œOur Products and Services â€“ U.S. Marketplace and Other â€“ Dealer Offerings â€“ Dealer Dashboard and Merchandising Toolsâ€ in Part I, Item 1 in our Annual Report. We also offer paid Listings packages for the Autolist and PistonHeads websites. In addition to displaying inventory in our marketplace and providing access to the Dealer Dashboard, we offer dealers subscribing to certain of our Listings packages other subscription advertising and customer acquisition products and enhancements marketed under RPM and our digital advertising suite. Through RPM, dealers can buy advertising that appears in our marketplace, on other sites on the internet, and/or on high-converting social media platforms. Such advertisements can be targeted by the userâ€™s geography, search history, CarGurus website activity, and a number of other targeting factors, allowing dealers to increase their visibility with in-market consumers and drive qualified traffic for dealers. We also offer dealer advertising products for the PistonHeads website. We also offer dealers subscribing to certain of our Listings packages other subscription advertising and customer acquisition products and enhancements such as Digital Retail, which allows shoppers to complete much of the vehicle-purchase process online through the Dealersâ€™ Listings page. Digital Retail is comprised of (i) the Digital Deal Platform, which gives dealers higher quality leads through upfront consumer-provided information, (ii) Geo Expansion, which expands the visibility of a dealerâ€™s inventory in the search results beyond its local market, and (iii) Hard Pull Financing, which provides loan information. We also offer dealers subscribing to certain of our Listings packages other subscription advertising and customer acquisition products and enhancements such as TDO, which allows dealers to pay for leads to receive direct access to shoppers actively looking to sell their vehicles. Dealers can acquire inventory from shoppers who are looking to sell directly through the CarGurus Sell My Car page. 29 Â Marketplace revenue also consists of non-dealer advertising revenue from auto manufacturers and other auto-related brand advertisers sold on a cost-per-thousand impressions basis, or CPM basis. An impression is an advertisement loaded on a web page. In addition to advertising sold on a CPM basis, we also have advertising sold on a cost-per-click basis. Pricing is primarily based on advertisement size and position on our websites and mobile applications. Auto manufacturers and other brand advertisers can execute advertising campaigns that are targeted across a wide variety of parameters, including demographic groups, behavioral characteristics, specific auto brands, categories such as Certified Pre-Owned, and segments such as hybrid vehicles. We do not provide minimum impression guarantees or other types of minimum guarantees in our contracts with customers. Advertising is also sold indirectly through revenue sharing arrangements with advertising exchange partners. We also offer non-dealer advertising products for the Autolist and PistonHeads websites. Marketplace revenue also includes revenue from partnerships with certain financing services companies pursuant to which we enable eligible consumers on our CarGurus U.S. website to pre-qualify for financing on cars from dealerships that offer financing through such companies. We primarily generate revenue from these partnerships based on the number of funded loans from consumers who pre-qualify with our lending partners through our site. Wholesale Revenue The CarOffer Matrix enables buying dealers to create standing buy orders and provides instant offers to selling dealers. Wholesale revenue includes transaction fees earned from Dealer-to-Dealer transactions, where we collect fees from both the buying and selling dealers. We also sell vehicles to dealers that we acquire at other marketplaces, where we collect a transaction fee from the buying dealers. Wholesale revenue also includes fees earned from performing inspection and transportation services, where we collect fees from the buying dealer. Inspection and transportation service revenue is inclusive of Dealer-to-Dealer transactions, other marketplace-to-dealer transactions, and IMCO transactions. Wholesale revenue also includes arbitration in which the vehicle is rematched to a new buyer and not acquired by us. Arbitration is the process by which we investigate and resolve claims from buying dealers. Wholesale revenue also includes fees earned from certain guarantees offered to dealers (which include 45-Day Guarantee and OfferGuard products), where we collect fees from the buying dealer or selling dealer, as applicable. Product Revenue The CarOffer Matrix enables consumers who are selling vehicles to be instantly presented with an offer. Product revenue includes the aggregate proceeds received from the sale of vehicles through IMCO transactions, including vehicle sale price and transaction fees collected from the buying dealers. Product revenue also includes proceeds received from the sale of vehicles acquired through arbitration, including vehicle sale price and transaction fees collected from buying dealers. Arbitration is the process by which we investigate and resolve claims from buying dealers. We control the vehicle in these transactions and therefore act as the principal. Cost of Revenue Marketplace Cost of Revenue Marketplace cost of revenue includes expenses related to supporting and hosting marketplace service offerings. These expenses include personnel and related expenses for our customer support team, including salaries, benefits, incentive compensation, and stock-based compensation; third-party service provider expenses such as advertising, data, and hosting expenses; amortization of developed technology; amortization and impairment of capitalized website development; amortization of capitalized hosting arrangements; and allocated overhead expenses. We allocate overhead expenses, such as rent and facility expenses, software expense, and employee benefit expense, to all departments based on headcount. As such, general overhead expenses are reflected in cost of revenue and each operating expense category. 30 Â Wholesale Cost of Revenue Wholesale cost of revenue includes expenses related to supporting and hosting Digital Wholesale service offerings, including Dealer-to-Dealer transactions and vehicles sold to dealers acquired at other marketplaces on the CarOffer Matrix. These expenses include vehicle transportation and inspection expenses; net losses on vehicles related to guarantees offered to dealers through Dealer-to-Dealer transactions; personnel and related expenses for employees directly involved in the fulfillment and support of transactions, including salaries, benefits, incentive compensation, and stock-based compensation; third-party service provider expenses; amortization of developed technology; amortization and impairment of capitalized website development; and allocated overhead expenses. We allocate overhead expenses, such as rent and facility expenses, software expense, and employee benefit expense, to all departments based on headcount. As such, general overhead expenses are reflected in cost of revenue and each operating expense category. Product Cost of Revenue Product cost of revenue includes expenses related to vehicles sold to dealers through IMCO transactions and vehicles sold to dealers acquired through arbitration. These expenses include the cost of the vehicle and transportation expenses. Operating Expenses Sales and Marketing Sales and marketing expenses consist primarily of personnel and related expenses for our sales and marketing team, including salaries, benefits, incentive compensation, commissions, and stock-based compensation; expenses associated with consumer marketing, such as traffic acquisition, brand building, and public relations activities; expenses associated with dealer marketing, such as content marketing, customer and promotional events, and industry events; consulting services; software subscription expenses; travel expenses; amortization of capitalized hosting arrangements; and allocated overhead expenses. A portion of our commissions that are related to obtaining a new contract are capitalized and amortized over the estimated benefit period of customer relationships. All other sales and marketing expenses are expensed as incurred. We expect sales and marketing expenses to fluctuate from quarter to quarter due to seasonality and as we respond to changes in the macroeconomic and competitive landscapes affecting our existing dealers, consumer audience, and brand awareness. Product, Technology, and Development Product, technology, and development expenses consist primarily of personnel and related expenses for our research and development team, including salaries, benefits, incentive compensation, and stock-based compensation; software subscription expenses; consulting services; and allocated overhead expenses. Other than website development, internal-use software, and hosting arrangement expenses, research and development expenses are expensed as incurred. We expect product, technology, and development expenses to remain relatively flat for the remainder of the year. General and Administrative General and administrative expenses consist primarily of personnel and related expenses for our executive, finance, legal, people & talent, and administrative teams, including salaries, benefits, incentive compensation, and stock-based compensation; expenses associated with professional fees for audit, tax, external legal, and consulting services; payment processing and billing expenses; insurance expenses; software subscription expenses; and allocated overhead expenses. General and administrative expenses are expensed as incurred. We expect general and administrative expenses to remain relatively flat for the remainder of the year. 31 Â Goodwill and Other Long-Lived Asset Impairment During the three months ended June 30, 2024, we identified a triggering event for goodwill and other long-lived assets impairment testing purposes at the CarOffer reporting unit due to recent organizational changes and Transaction volume declines, which resulted in revisions to our financial projections for the CarOffer reporting unit. As a result, we performed an updated fair value analysis of the CarOffer reporting unit, and subsequently recognized impairment losses of $4.7 million, $7.5 million, and $115.2 million for right-of-use assets, intangible assets, and goodwill, respectively. For further discussion of impairments related to right-of-use assets, intangible assets, and goodwill in the CarOffer reporting unit, refer to Note 6 of the Unaudited Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report. Depreciation and Amortization Depreciation and amortization expenses consist of depreciation on property and equipment and amortization of intangible assets and internal-use software. Other Income, Net Other income, net consists primarily of interest income earned on our cash, cash equivalents, and short-term investments and foreign exchange gains and losses. (Benefit from) Provision for Income Taxes We are subject to federal and state income taxes in the U.S. and taxes in foreign jurisdictions in which we operate. For the three and six months ended June 30, 2024, a benefit from income taxes was recognized as a result of the discrete tax benefit associated with the impairment charge despite our consolidated taxable income position. For the three and six months ended June 30, 2023, a provision for income taxes was recognized as a result of the consolidated taxable income position. We recognize deferred tax assets and liabilities based on temporary differences between the financial reporting and income tax bases of assets and liabilities using enacted tax rates in effect for the year in which the temporary differences are expected to be recovered or settled. We regularly assess the need to recognize a valuation allowance against net deferred tax assets if,

based upon the available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. As of June 30, 2024 and December 31, 2023, valuation allowances were immaterial. We assess our income tax positions and recognize an income tax benefit or expense based upon our evaluation of the facts, circumstances, and information available at the reporting date. For the three and six months ended June 30, 2024, income tax expense recognized related to uncertain tax provisions was immaterial. An immaterial amount of the reserve relating to uncertain tax positions was released as we would be more-likely-than-not to prevail should these tax positions be challenged by the respective tax authorities. As of June 30, 2024, the income tax liability related to uncertain tax positions, exclusive of immaterial interest or penalties related to uncertain tax provisions, was $0.9 million, which would have favorably affected our effective tax rate, if recognized. For the three and six months ended June 30, 2023, we did not recognize income tax expense related to uncertain tax provisions. As of December 31, 2023, the income tax liability related to uncertain tax positions, exclusive of immaterial interest or penalties related to uncertain tax provisions, was $0.8 million, which would have favorably affected our effective tax rate, if recognized. The Organisation for Economic Co-operation and Development introduced an international tax framework under Pillar Two, which includes a global minimum tax of 15%. Pillar Two legislation has been enacted or substantively enacted in certain jurisdictions where we operate. The Pillar Two legislation became effective for our fiscal year beginning January 1, 2024. We have performed an assessment of its potential exposure to Pillar Two income taxes based on our most recent tax filings, country-by-country reporting, and financial statements for our constituent entities. Based on the assessment performed, we meet the Pillar Two transitional safe harbor effective tax rate relief as all jurisdictions in which we operate are above 15%. We do not expect any material exposure to Pillar Two income taxes in any jurisdictions. 32 Â Results of Operations For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, the Unaudited Condensed Consolidated Income Statements are as follows: Â Â Â Three Months EndedJune 30, Â Â Six Months Ended June 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Â Â (dollars in thousands) Â Â (dollars in thousands) Â Revenue: Â Â Â Â Â Â Â Â Â Â Â Â Marketplace Â $ 195,167 Â Â $ 170,950 Â Â $ 382,386 Â Â $ 338,077 Â Wholesale Â Â 13,119 Â Â Â 31,952 Â Â Â 29,244 Â Â Â 57,138 Â Product Â Â 10,406 Â Â Â 36,835 Â Â Â 22,858 Â Â Â 76,485 Â Total revenue Â Â 218,692 Â Â Â 239,737 Â Â Â 434,488 Â Â Â 471,700 Â Cost of revenue: Â Â Â Â Â Â Â Â Â Â Â Â Marketplace Â Â 13,145 Â Â Â 15,474 Â Â Â 27,530 Â Â Â 31,007 Â Wholesale Â Â 12,633 Â Â Â 24,428 Â Â Â 26,857 Â Â Â 46,496 Â Product Â Â 10,470 Â Â Â 35,694 Â Â Â 22,696 Â Â Â 75,076 Â Total cost of revenue Â Â 36,248 Â Â Â 75,596 Â Â Â 77,083 Â Â Â 152,579 Â Gross profit Â Â 182,444 Â Â Â 164,141 Â Â Â 357,405 Â Â Â 319,121 Â Operating expenses: Â Â Â Â Â Â Â Â Â Â Â Â Sales and marketing Â Â 82,311 Â Â Â 77,838 Â Â Â 164,585 Â Â Â 153,415 Â Product, technology, and development Â Â 36,580 Â Â Â 37,391 Â Â Â 72,125 Â Â Â 73,998 Â General and administrative Â Â 27,429 Â Â Â 27,267 Â Â Â 55,495 Â Â Â 52,186 Â Goodwill and other long-lived asset impairment Â Â 127,475 Â Â Â â€” Â Â Â 127,475 Â Â Â â€” Â Depreciation and amortization Â Â 2,233 Â Â Â 3,907 Â Â Â 5,025 Â Â Â 7,725 Â Total operating expenses Â Â 276,028 Â Â Â 146,403 Â Â Â 424,705 Â Â Â 287,324 Â Income from operations Â Â (93,584) Â Â 17,738 Â Â Â (67,300) Â Â 31,797 Â Other income, net: Â Â Â Â Â Â Â Â Â Â Â Â Interest income Â Â 2,440 Â Â Â 4,333 Â Â Â 6,346 Â Â Â 8,076 Â Other income, net Â Â 721 Â Â Â 347 Â Â Â 216 Â Â Â 942 Â Total other income, net Â Â 3,161 Â Â Â 4,680 Â Â Â 6,562 Â Â Â 9,018 Â (Loss) income before income taxes Â Â (90,423) Â Â 22,418 Â Â Â (60,738) Â Â 40,815 Â (Benefit from) provision for income taxes Â Â (21,702) Â Â 8,601 Â Â Â (13,318) Â Â 15,132 Â Consolidated net (loss) income Â Â (68,721) Â Â 13,817 Â Â Â (47,420) Â Â 25,683 Â Net loss attributable to redeemable noncontrolling interest Â Â â€” Â Â Â (2,596) Â Â â€” Â Â Â (6,862) Net (loss) income attributable to common stockholders Â $ (68,721) Â $ 16,413 Â Â $ (47,420) Â $ 32,545 Â For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, our segment revenue and our segment income (loss) from operations are as follows: Â Â Three Months EndedJune 30, Â Â Six Months Ended June 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Â Â (dollars in thousands) Â Â (dollars in thousands) Â Segment Revenue: Â Â Â Â Â Â Â Â Â Â Â Â U.S. Marketplace Â $ 180,052 Â Â $ 158,443 Â Â $ 353,040 Â Â $ 314,064 Â Digital Wholesale Â Â 23,525 Â Â Â 68,787 Â Â Â 52,102 Â Â Â 133,623 Â Other Â Â 15,115 Â Â Â 12,507 Â Â Â 29,346 Â Â Â 24,013 Â Total Â $ 218,692 Â Â $ 239,737 Â Â $ 434,488 Â Â $ 471,700 Â Segment Income (Loss) from Operations: Â Â Â Â Â Â Â Â Â Â Â Â U.S. Marketplace Â $ 42,043 Â Â $ 24,619 Â Â $ 76,260 Â Â $ 51,158 Â Digital Wholesale Â Â (138,158) Â Â (6,307) Â Â (148,498) Â Â (17,532) Other Â Â 2,531 Â Â Â (574) Â Â 4,938 Â Â Â (1,829) Total Â $ (93,584) Â $ 17,738 Â Â $ (67,300) Â $ 31,797 Â Â 33 Â For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, the Unaudited Condensed Consolidated Income Statements as a percentage of total revenue are as follows (amounts in the table below may not sum due to rounding): Â Â Â Three Months EndedJune 30, Â Â Six Months Ended June 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Revenue: Â Â Â Â Â Â Â Â Â Â Â Â Marketplace Â Â 89 % Â Â 71 % Â Â 88 % Â Â 72 % Wholesale Â Â 6 Â Â Â 13 Â Â Â 7 Â Â Â 12 Â Product Â Â 5 Â Â Â 15 Â Â Â 5 Â Â Â 16 Â Total revenue Â Â 100 Â Â Â 100 Â Â Â 100 Â Â Â 100 Â Cost of revenue: Â Â Â Â Â Â Â Â Â Â Â Â Marketplace Â Â 6 Â Â Â 6 Â Â Â 6 Â Â Â 7 Â Wholesale Â Â 6 Â Â Â 10 Â Â Â 6 Â Â Â 10 Â Product Â Â 5 Â Â Â 15 Â Â Â 5 Â Â Â 16 Â Total cost of revenue Â Â 17 Â Â Â 32 Â Â Â 18 Â Â Â 32 Â Gross profit Â Â 83 Â Â Â 68 Â Â Â 82 Â Â Â 68 Â Operating expenses: Â Â Â Â Â Â Â Â Â Â Â Â Sales and marketing Â Â 38 Â Â Â 32 Â Â Â 38 Â Â Â 33 Â Product, technology, and development Â Â 17 Â Â Â 16 Â Â Â 17 Â Â Â 16 Â General and administrative Â Â 13 Â Â Â 11 Â Â Â 13 Â Â Â 11 Â Goodwill and other long-lived asset impairment Â Â 58 Â Â Â â€” Â Â Â 29 Â Â Â â€” Â Depreciation and amortization Â Â 1 Â Â Â 2 Â Â Â 1 Â Â Â 2 Â Total operating expenses Â Â 126 Â Â Â 61 Â Â Â 98 Â Â Â 61 Â Income from operations Â Â (43) Â Â 7 Â Â Â (15) Â Â 7 Â Other income, net: Â Â Â Â Â Â Â Â Â Â Â Â Interest income Â Â 1 Â Â Â 2 Â Â Â 1 Â Â Â 2 Â Other income, net Â Â 0 Â Â Â 0 Â Â Â 0 Â Â Â 0 Â Total other income, net Â Â 1 Â Â Â 2 Â Â Â 2 Â Â Â 2 Â (Loss) income before income taxes Â Â (41) Â Â 9 Â Â Â (14) Â Â 9 Â (Benefit from) provision for income taxes Â Â (10) Â Â 4 Â Â Â (3) Â Â 3 Â Consolidated net (loss) income Â Â (31) Â Â 6 Â Â Â (11) Â Â 5 Â Net loss attributable to redeemable noncontrolling interest Â Â â€” Â Â Â (1) Â Â â€” Â Â (1) Net (loss) income attributable to common stockholders Â Â (31)% Â Â 7 % Â Â (11)% Â Â 7 % Â 34 Â For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, our segment revenue as a percentage of total revenue and our segment income (loss) from operations as a percentage of segment revenue are as follows (amounts in the table below may not sum due to rounding): Â Â Â Three Months EndedJune 30, Â Â Six Months Ended June 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Segment Revenue: Â Â Â Â Â Â Â Â Â Â Â Â U.S. Marketplace Â Â 82 % Â Â 66 % Â Â 81 % Â Â 67 % Digital Wholesale Â Â 11 Â Â Â 29 Â Â Â 12 Â Â Â 28 Â Other Â Â 7 Â Â Â 5 Â Â Â 7 Â Â Â 5 Â Total Â Â 100 % Â Â 100 % Â Â 100 % Â Â 100 % Segment Income (Loss) from Operations: Â Â Â Â Â Â Â Â Â Â Â Â U.S. Marketplace Â Â 23 % Â Â 16 % Â Â 22 % Â Â 16 % Digital Wholesale Â Â (587) Â Â (9) Â Â (285) Â Â (13) Other Â Â 17 Â Â Â (5) Â Â 17 Â Â Â (8) Total Â Â (43)% Â Â 7 % Â Â (15)% Â Â 7 % For the three months ended June 30, 2024 and 2023 Revenue Revenue by Source Â Â Â Three Months EndedJune 30, Â Â Change Â Â Â 2024 Â Â 2023 Â Â Amount Â Â % Â Â Â (dollars in thousands) Â Revenue: Â Â Â Â Â Â Â Â Â Â Â Â Marketplace Â $ 195,167 Â Â $ 170,950 Â Â $ 24,217 Â Â Â 14 % Wholesale Â Â 13,119 Â Â Â 31,952 Â Â Â (18,833) Â Â (59) Product Â Â 10,406 Â Â Â 36,835 Â Â Â (26,429) Â Â (72) Total Â $ 218,692 Â Â $ 239,737 Â Â $ (21,045) Â Â (9)% Percentage of total revenue: Â Â Â Â Â Â Â Â Â Â Â Â Marketplace Â Â 89 % Â Â 71 % Â Â Â Â Â Â Wholesale Â Â 6 Â Â Â 13 Â Â Â Â Â Â Product Â Â 5 Â Â Â 15 Â Â Â Â Â Â Total Â Â 100 % Â Â 100 % Â Â Â Â Â Â Overall revenue decreased $21.0 million, or 9%, in the three months ended June 30, 2024, compared to the three months ended June 30, 2023. Marketplace revenue increased $24.2 million, or 14%, in the three months ended June 30, 2024, compared to the three months ended June 30, 2023, and represented 89% of total revenue for the three months ended June 30, 2024, compared to 71% of total revenue for the three months ended June 30, 2023. The increase was due to an increase in Listings revenue, inclusive of certain digital add-on products, as a result of growth in QARSD, which was driven by signing on new dealers with higher average subscription revenue and revenue expansion through product adoption or upgrades and price increases for existing dealers. The increase was additionally driven by an increase in TDO revenue as we expanded into more geographies following the completion of the pilot in the three months ended June 30, 2024. Wholesale revenue decreased $18.8 million, or 59%, in the three months ended June 30, 2024, compared to the three months ended June 30, 2023, and represented 6% of total revenue for the three months ended June 30, 2024, compared to 13% of total revenue for the three months ended June 30, 2023. The decrease was due primarily to a 58% decrease in Transactions, which includes Dealer-to-Dealer transactions and IMCO transactions, to 8,778 for the three months ended June 30, 2024, from 20,793 for the three months ended June 30, 2023. 35 Â Product revenue decreased $26.4 million, or 72%, in the three months ended June 30, 2024, compared to the three months ended June 30, 2023, and represented 5% of total revenue for the three months ended June 30, 2024, compared to 15% of total revenue for the three months ended June 30, 2023. The decrease was due primarily to a decrease in proceeds received from the sale of vehicles through IMCO transactions, including lower average vehicle selling prices and lower transaction fees, due to the decrease in Transactions. The decrease in product revenue was offset in part by an increase in proceeds received from the sale of vehicles acquired through arbitration. Segment Revenue Â Â Â Three Months EndedJune 30, Â Â Change Â Â Â 2024 Â Â 2023 Â Â Amount Â Â % Â Â Â (dollars in thousands) Â Revenue: Â Â Â Â Â Â Â Â Â Â Â Â U.S. Marketplace Â $ 180,052 Â Â $ 158,443 Â Â $ 21,609 Â Â Â 14 % Digital Wholesale Â Â 23,525 Â Â Â 68,787 Â Â Â (45,262) Â Â (66) Other Â Â 15,115 Â Â Â 12,507 Â Â Â 2,608 Â Â Â 21 Â Total Â $ 218,692 Â Â $ 239,737 Â Â $ (21,045) Â Â (9)% Percentage of total revenue: Â Â Â Â Â Â Â Â Â Â Â Â U.S. Marketplace Â Â 82 % Â Â 66 % Â Â Â Â Â Â Digital Wholesale Â Â 11 Â Â Â 29 Â Â Â Â Â Â Other Â Â 7 Â Â Â 5 Â Â Â Â Â Â Total Â Â 100 % Â Â 100 % Â Â Â Â Â Â U.S. Marketplace segment revenue increased $21.6 million, or 14%, in the three months ended June 30, 2024, compared to the three months ended June 30, 2023, and represented 82% of total revenue for the three months ended June 30, 2024, compared to 66% of total revenue for the three months ended June 30, 2023. The increase was due primarily to a $24.2 million increase in marketplace revenue, as described above. Digital Wholesale segment revenue, which is comprised of wholesale revenue and product revenue, decreased $45.3 million, or 66%, in the three months ended June 30, 2024, compared to the three months ended June 30, 2023, and represented 11% of total revenue for the three months ended June 30, 2024, compared to 29% of total revenue for the three months ended June 30, 2023. The decrease in Digital Wholesale segment revenue was due to an $18.8 million decrease in wholesale revenue and a $26.4 million decrease in product revenue, as described above. Cost of Revenue Â Â Â Three Months EndedJune 30, Â Â Change Â Â Â 2024 Â Â 2023 Â Â Amount Â Â % Â Â Â (dollars in thousands) Â Cost of Revenue: Â Â Â Â Â Â Â Â Â Â Â Â Marketplace Â $ 13,145 Â Â $ 15,474 Â Â $ (2,329) Â Â (15)% Wholesale Â Â 12,633 Â Â Â 24,428 Â Â Â (11,795) Â Â (48) Product Â Â 10,470 Â Â Â 35,694 Â Â Â (25,224) Â Â (71) Total Â $ 36,248 Â Â $ 75,596 Â Â $ (39,348) Â Â (52)% Percentage of total revenue: Â Â Â Â Â Â Â Â Â Â Â Â Marketplace Â Â 6 % Â Â 6 % Â Â Â Â Â Â Wholesale Â Â 6 Â Â Â 10 Â Â Â Â Â Â Product Â Â 5 Â Â Â 15 Â Â Â Â Â Â Total Â Â 17 % Â Â 32 % Â Â Â Â Â Â Overall cost of revenue decreased $39.3 million, or 52%, in the three months ended June 30, 2024, compared to the three months ended June 30, 2023. 36 Â Marketplace cost of revenue decreased $2.3 million, or 15%, in the three months ended June 30, 2024, compared to the three months ended June 30, 2023, and represented 6% of total revenue for both the three months ended June 30, 2024 and 2023. The decrease was due primarily to a $1.4 million decrease in fees related to provisioning advertising campaigns on our websites. Wholesale cost of revenue decreased $11.8 million, or 48%, in the three months ended June 30, 2024, compared to the three months ended June 30, 2023, and represented 6% of total revenue for the three months ended June 30, 2024, compared to 10% of total revenue for the three months ended June 30, 2023. The decrease was due primarily to a $6.0 million decrease in transportation expense and a $1.4 million decrease in inspection expense as a result of lower Transaction volume. The decrease was also due in part to a $3.8 million decrease in amortization, primarily due to the acquired developed technology intangible asset as it became fully amortized during the first quarter of 2024. Product cost of revenue decreased $25.2 million, or 71%, in the three months ended June 30, 2024, compared to the three months ended June 30, 2023, and represented 5% of total revenue for the three months ended June 30, 2024, compared to 15% of total revenue for the three months ended June 30, 2023. The decrease was due primarily to a decrease in expenses related to vehicles sold to dealers through IMCO transactions as a result of lower Transaction volume. The decrease in product cost of revenue was offset in part by an increase in expenses related to vehicles sold to dealers acquired through arbitration. Operating Expenses Sales and Marketing Expense Â Â Â Three Months EndedJune 30, Â Â Change Â Â Â 2024 Â Â 2023 Â Â Amount Â Â % Â Â Â (dollars in thousands) Â Sales and marketing Â $ 82,311 Â Â $ 77,838 Â Â $ 4,473 Â Â Â 6 % Percentage of total revenue Â Â 38 % Â Â 32 % Â Â Â Â Â Â Sales and marketing expense increased $4.5 million, or 6%, in the three months ended June 30, 2024, compared to the three months ended June 30, 2023. The increase was due primarily to a $4.0 million increase in advertising and marketing expense for strategic advertising spend with our performance marketing vendors to maintain year-over-year lead volume and grow with the market. The increase in sales and marketing expense was further driven by our new brand campaign and marketing efforts. Product, Technology, and Development Expense Â Â Â Three Months EndedJune 30, Â Â Change Â Â Â 2024 Â Â 2023 Â Â Amount Â Â % Â Â Â (dollars in thousands) Â Product, technology, and development Â $ 36,580 Â Â $ 37,391 Â Â $ (811) Â Â (2)% Percentage of total revenue Â Â 17 % Â Â 16 % Â Â Â Â Â Â Product, technology, and development expense decreased $0.8 million, or 2%, in the three months ended June 30, 2024, compared to the three months ended June 30, 2023. The decrease was due primarily to a $2.3 million decrease in expense as a result of increased website development capitalization. The decrease was offset in part by a $1.3 million increase in salaries and employee-related expenses due primarily to merit increases. 37 Â General and Administrative Expense Â Â Â Three Months EndedJune 30, Â Â Change Â Â Â 2024 Â Â 2023 Â Â Amount Â Â % Â Â Â (dollars in thousands) Â General and administrative Â $ 27,429 Â Â $ 27,267 Â Â $ 162 Â Â Â 1 % Percentage of total revenue Â Â 13 % Â Â 11 % Â Â Â Â Â Â General and administrative expense remained relatively flat during the three months ended June 30, 2024, compared to the three months ended June 30, 2023. Goodwill and Other Long-Lived Asset Impairment Â Â Â Three Months EndedJune 30, Â Â Change Â Â 2024 Â Â 2023 Â Â Amount Â Â % Â Â (dollars in thousands) Goodwill and other long-lived asset impairment Â $ 127,475 Â Â $ â€” Â Â $ 127,475 Â Â NM (1) Percentage of total revenue Â Â 58 % Â Â 0 % Â Â Â Â Â Â (1)Not meaningful Goodwill and other long-lived asset impairment increased $127.5 million in the three months ended June 30, 2024, compared to the three months ended June 30, 2023. During the three months ended June 30, 2024, we identified a triggering event for goodwill and other long-lived assets impairment testing purposes at the CarOffer reporting unit due to recent organizational changes and Transaction volume declines, which resulted in revisions to our financial projections for the CarOffer reporting unit. As a result, we performed an updated fair value analysis of the CarOffer reporting unit, and subsequently recognized impairment losses of $4.7 million, $7.5 million, and $115.2 million for right-of-use assets, intangible assets, and goodwill, respectively. For further discussion of impairments related to right-of-use assets, intangible assets, and goodwill in the CarOffer reporting unit, refer to Note 6 of the Unaudited Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report. Depreciation and Amortization Expense Â Â Â Three Months EndedJune 30, Â Â Change Â Â Â 2024 Â Â 2023 Â Â Amount Â Â % Â Â Â (dollars in thousands) Â Depreciation and amortization Â $ 2,233 Â Â $ 3,907 Â Â $ (1,674) Â Â (43)% Percentage of total revenue Â Â 1 % Â Â 2 % Â Â Â Â Â Â Depreciation and amortization expense decreased $1.7 million, or 43%, in the three months ended June 30, 2024, compared to the three months ended June 30, 2023. The decrease was due primarily to the customer relationships intangible asset related to the Digital Wholesale segment becoming fully amortized during the first quarter of 2024. Other Income, net Â Â Â Three Months EndedJune 30, Â Â Change Â Â Â 2024 Â Â 2023 Â Â Amount Â Â % Â Â Â (dollars in thousands) Â Other income, net: Â Â Â Â Â Â Â Â Â Â Â Â Interest income Â $ 2,440 Â Â $ 4,333 Â Â $ (1,893) Â Â (44)% Other income, net Â Â 721 Â Â Â 347 Â Â Â 374 Â Â Â 108 Â Total other income, net Â $ 3,161 Â Â $ 4,680 Â Â $ (1,519) Â Â (32)% Percentage of total revenue: Â Â Â Â Â Â Â Â Â Â Â Â Interest income Â Â 1 % Â Â 2 % Â Â Â Â Â Â Other income, net Â Â 0 Â Â Â 0 Â Â Â Â Â Â Total other income, net Â Â 1 % Â Â 2 % Â Â Â Â Â Â 38 Â Total other income, net decreased $1.5 million, or 32%, in the three months ended June 30, 2024, compared to the three months ended June 30, 2023. The $1.9 million decrease in interest income was due primarily to the decrease in cash equivalents to fund the 2024 Share Repurchase Program (as defined below). Other income, net was relatively flat for the three months ended June 30, 2024 compared to the three months ended June 30, 2023. (Benefit from) Provision for Income Taxes Â Â Â Three Months EndedJune 30, Â Â Change Â Â Â 2024 Â Â 2023 Â Â Amount Â Â % Â Â Â (dollars in thousands) Â (Benefit from) provision for income taxes Â $ (21,702) Â $ 8,601 Â Â $ (30,303) Â Â (352)% Percentage of total revenue Â Â (10)% Â Â 4 % Â Â Â Â Â Â (Benefit from) provision for income taxes changed $30.3 million, or 352%, in the three months ended June 30, 2024, compared to the three months ended June 30, 2023, primarily due to increased federal and state research development tax credits and a $31.5 million discrete deferred tax benefit in association with the goodwill and long-term assets impairment charges related to the CarOffer reporting unit recognized during the three months ended June 30, 2024. This was partially offset by a net $1.2 million tax expense related to the windfalls on the taxable compensation of stock-based awards and the Section 162(m) excess officer compensation limitation recognized during the three months ended June 30, 2024, compared to an aggregated $2.6 million shortfalls on the taxable compensation of stock-based awards and the Section 162(m) excess officer compensation limitation recognized during the three months ended June 30, 2023.

Segment Income (Loss) from Operations Â Â Â Three Months EndedJune 30, Â Â Change Â Â Â 2024 Â Â 2023 Â Â Amount Â Â % Â Â Â (dollars in thousands) Â Segment Income (Loss) from Operations: Â Â Â Â Â Â Â Â Â Â Â Â U.S. Marketplace Â $ 42,043 Â Â $ 24,619 Â Â $ 17,424 Â Â Â 71 % Digital Wholesale Â Â (138,158) Â Â (6,307) Â Â (131,851) Â Â (2,091) Other Â Â 2,531 Â Â Â (574) Â Â 3,105 Â Â Â 541 Â Total Â $ (93,584) Â $ 17,738 Â Â $ (111,322) Â Â (628)% Percentage of segment revenue: Â Â Â Â Â Â Â Â Â Â Â Â U.S. Marketplace Â Â 23 % Â Â 16 % Â Â Â Â Â Â Digital Wholesale Â Â (587) Â Â (9) Â Â Â Â Â Â Other Â Â 17 Â Â Â (5) Â Â Â Â Â Â Total Â Â (43)% Â Â 7 % Â Â Â Â Â Â U.S. Marketplace segment income from operations increased $17.4 million, or 71%, in the three months ended June 30, 2024, compared to the three months ended June 30, 2023, and represented 23% of U.S. Marketplace segment revenue for the three months ended June 30, 2024, compared to 16% of U.S. Marketplace segment revenue for the three months ended June 30, 2023. The increase was due to an increase in revenue of $21.6 million, a decrease in cost of revenue of $2.3 million, and an increase in operating expenses of $6.5 million. Digital Wholesale segment loss from operations increased $131.9 million, or 2,091%, in the three months ended June 30, 2024, compared to the three months ended June 30, 2023, and represented (587)% of Digital Wholesale segment revenue for the three months ended June 30, 2024, compared to (9)% of Digital Wholesale segment revenue for the three months ended June 30, 2023. The increase in the loss was due to a decrease in revenue of $45.3 million, a decrease in cost of revenue of $37.0 million, and an increase in operating expenses of $123.6 million. The increase in operating expenses was inclusive of $127.5 million of impairment expense related to the CarOffer reporting unit. For further discussion of impairments related to right-of-use assets, intangible assets and goodwill in the CarOffer reporting unit, refer to Note 6 of the Unaudited Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report. 39 Â For the six months ended June 30, 2024 and 2023 Revenue Revenue by Source Â Â Â Six Months Ended June 30, Â Â Change Â Â Â 2024 Â Â 2023 Â Â Amount Â Â % Â Â Â (dollars in thousands) Â Revenue: Â Â Â Â Â Â Â Â Â Â Â Â Marketplace Â $ 382,386 Â Â $ 338,077 Â Â $ 44,309 Â Â Â 13 % Wholesale Â Â 29,244 Â Â Â 57,138 Â Â Â (27,894) Â Â (49) Product Â Â 22,858 Â Â Â 76,485 Â Â Â (53,627) Â Â (70) Total Â $ 434,488 Â Â $ 471,700 Â Â $ (37,212) Â Â (8)% Percentage of total revenue: Â Â Â Â Â Â Â Â Â Â Â Â Marketplace Â Â 88 % Â Â 72 % Â Â Â Â Â Â Wholesale Â Â 7 Â Â Â 12 Â Â Â Â Â Â Product Â Â 5 Â Â Â 16 Â Â Â Â Â Â Total Â Â 100 % Â Â 100 % Â Â Â Â Â Â Overall revenue decreased $37.2 million, or 8%, in the six months ended June 30, 2024, compared to the six months ended June 30, 2023. Marketplace revenue increased $44.3 million, or 13%, in the six months ended June 30, 2024, compared to the six months ended June 30, 2023, and represented 88% of total revenue for the six months ended June 30, 2024, compared to 72% of total revenue for the six months ended June 30, 2023. The increase was due to an increase in Listings revenue, inclusive of certain digital add-on products, as a result of growth in QARSD, which was driven by signing on new dealers with higher average subscription revenue and revenue expansion through product adoption or upgrades and price increases for existing dealers. The increase was additionally driven by an increase in TDO revenue as we expanded into more geographies following the completion of the pilot in the six months ended June 30, 2024. Wholesale revenue decreased $27.9 million, or 49%, in the six months ended June 30, 2024, compared to the six months ended June 30, 2023, and represented 7% of total revenue for the six months ended June 30, 2024, compared to 12% of total revenue for the six months ended June 30, 2023. The decrease was due primarily to a 50% decrease in Transactions, which includes Dealer-to-Dealer transactions and IMCO transactions, to 19,080 for the six months ended June 30, 2024, from 38,298 for the six months ended June 30, 2023. Product revenue decreased $53.6 million, or 70%, in the six months ended June 30, 2024, compared to the six months ended June 30, 2023, and represented 5% of total revenue for the six months ended June 30, 2024, compared to 16% of total revenue for the six months ended June 30, 2023. The decrease was due primarily to a decrease in proceeds received from the sale of vehicles through IMCO transactions, including lower average vehicle selling prices and lower transaction fees, due to the decrease in Transactions, as well as a decrease in average vehicle selling price. The decrease in product revenue was also due in part to a decrease in proceeds received from the sale of vehicles acquired through arbitration as a result of decreased arbitration claims primarily due to lower Transaction volume. 40 Â Segment Revenue Â Â Â Six Months Ended June 30, Â Â Change Â Â Â 2024 Â Â 2023 Â Â Amount Â Â % Â Â Â (dollars in thousands) Â Revenue: Â Â Â Â Â Â Â Â Â Â Â Â U.S. Marketplace Â $ 353,040 Â Â $ 314,064 Â Â $ 38,976 Â Â Â 12 % Digital Wholesale Â Â 52,102 Â Â Â 133,623 Â Â Â (81,521) Â Â (61) Other Â Â 29,346 Â Â Â 24,013 Â Â Â 5,333 Â Â Â 22 Â Total Â $ 434,488 Â Â $ 471,700 Â Â $ (37,212) Â Â (8)% Percentage of total revenue: Â Â Â Â Â Â Â Â Â Â Â Â U.S. Marketplace Â Â 81 % Â Â 67 % Â Â Â Â Â Â Digital Wholesale Â Â 12 Â Â Â 28 Â Â Â Â Â Â Other Â Â 7 Â Â Â 5 Â Â Â Â Â Â Total Â Â 100 % Â Â 100 % Â Â Â Â Â Â U.S. Marketplace segment revenue increased $39.0 million, or 12%, in the six months ended June 30, 2024, compared to the six months ended June 30, 2023, and represented 81% of total revenue for the six months ended June 30, 2024, compared to 67% of total revenue for the six months ended June 30, 2023. The increase was due primarily to a $44.3 million increase in marketplace revenue, as described above. Digital Wholesale segment revenue, which is comprised of wholesale revenue and product revenue, decreased $81.5 million, or 61%, in the six months ended June 30, 2024, compared to the six months ended June 30, 2023, and represented 12% of total revenue for the six months ended June 30, 2024, compared to 28% of total revenue for the six months ended June 30, 2023. The decrease in Digital Wholesale segment revenue was due to a $27.9 million decrease in wholesale revenue and a $53.6 million decrease in product revenue, as described above. Cost of Revenue Â Â Â Six Months Ended June 30, Â Â Change Â Â Â 2024 Â Â 2023 Â Â Amount Â Â % Â Â Â (dollars in thousands) Â Cost of Revenue: Â Â Â Â Â Â Â Â Â Â Â Â Marketplace Â $ 27,530 Â Â $ 31,007 Â Â $ (3,477) Â Â (11)% Wholesale Â Â 26,857 Â Â Â 46,496 Â Â Â (19,639) Â Â (42) Product Â Â 22,696 Â Â Â 75,076 Â Â Â (52,380) Â Â (70) Total Â $ 77,083 Â Â $ 152,579 Â Â $ (75,496) Â Â (49)% Percentage of total revenue: Â Â Â Â Â Â Â Â Â Â Â Â Marketplace Â Â 6 % Â Â 7 % Â Â Â Â Â Â Wholesale Â Â 6 Â Â Â 10 Â Â Â Â Â Â Product Â Â 5 Â Â Â 16 Â Â Â Â Â Â Total Â Â 18 % Â Â 32 % Â Â Â Â Â Â Overall cost of revenue decreased $75.5 million, or 49%, in the six months ended June 30, 2024, compared to the six months ended June 30, 2023. Marketplace cost of revenue decreased $3.5 million, or 11%, in the six months ended June 30, 2024, compared to the six months ended June 30, 2023, and represented 6% of total revenue for the six months ended June 30, 2024, compared to 7% of total revenue for the six months ended June 30, 2023. The decrease was due primarily to a $2.6 million decrease in fees related to provisioning advertising campaigns on our websites. 41 Â Wholesale cost of revenue decreased $19.6 million, or 42%, in the six months ended June 30, 2024, compared to the six months ended June 30, 2023, and represented 6% of total revenue for the six months ended June 30, 2024, compared to 10% of total revenue for the six months ended June 30, 2023. The decrease was due primarily to a $9.4 million decrease in transportation expense and a $2.4 million decrease in inspection expense as a result of lower Transaction volume. The decrease was also due in part to a $7.0 million decrease in amortization, primarily due to the acquired developed technology intangible asset as it became fully amortized during the first quarter of 2024. Product cost of revenue decreased $52.4 million, or 70%, in the six months ended June 30, 2024, compared to the six months ended June 30, 2023, and represented 5% of total revenue for the six months ended June 30, 2024, compared to 16% of total revenue for the six months ended June 30, 2023. The decrease was due primarily to a decrease in expenses related to vehicles sold to dealers through IMCO transactions as a result of decreased Transactions. The decrease in product cost of revenue was also due in part to a decrease in expenses related to vehicles sold to dealers acquired through arbitration as a result of decreased arbitration claims primarily due to lower Transaction volume. Operating Expenses Sales and Marketing Expense Â Â Â Six Months Ended June 30, Â Â Change Â Â Â 2024 Â Â 2023 Â Â Amount Â Â % Â Â Â (dollars in thousands) Â Sales and marketing Â $ 164,585 Â Â $ 153,415 Â Â $ 11,170 Â Â Â 7 % Percentage of total revenue Â Â 38 % Â Â 33 % Â Â Â Â Â Â Sales and marketing expense increased $11.2 million, or 7%, in the six months ended June 30, 2024, compared to the six months ended June 30, 2023. The increase was due primarily to a $10.7 million increase in advertising and marketing expense for strategic advertising spend with our performance marketing vendors to maintain year-over-year lead volume and grow with the market. The increase in sales and marketing expense was further driven by our new brand campaign and marketing efforts. Product, Technology, and Development Expense Â Â Â Six Months Ended June 30, Â Â Change Â Â Â 2024 Â Â 2023 Â Â Amount Â Â % Â Â Â (dollars in thousands) Â Product, technology, and development Â $ 72,125 Â Â $ 73,998 Â Â $ (1,873) Â Â (3)% Percentage of total revenue Â Â 17 % Â Â 16 % Â Â Â Â Â Â Product, technology, and development expense decreased $1.9 million, or 3%, in the six months ended June 30, 2024, compared to the six months ended June 30, 2023. The decrease was due primarily to a $4.6 million decrease in expenses as a result of increased website development capitalization and a $1.7 million decrease in consulting services. The decrease was offset in part by a $2.5 million increase in salaries and employee-related expenses due primarily to merit increases and a $0.9 million increase in software subscriptions. General and Administrative Expense Â Â Â Six Months Ended June 30, Â Â Change Â Â Â 2024 Â Â 2023 Â Â Amount Â Â % Â Â Â (dollars in thousands) Â General and administrative Â $ 55,495 Â Â $ 52,186 Â Â $ 3,309 Â Â 6 % Percentage of total revenue Â Â 13 % Â Â 11 % Â Â Â Â Â Â General and administrative expense increased $3.3 million, or 6%, in the six months ended June 30, 2024, compared to the six months ended June 30, 2023. The increase was due primarily to a $3.4 million increase in salaries and employee-related expenses, due primarily to an 8% increase in headcount and merit increases. 42 Â Goodwill and Other Long-Lived Asset Impairment Â Â Â Six Months Ended June 30, Â Â Change Â Â 2024 Â Â 2023 Â Â Amount Â Â % Â Â (dollars in thousands) Goodwill and other long-lived asset impairment Â $ 127,475 Â Â $ â€” Â Â $ 127,475 Â Â NM (1) Percentage of total revenue Â Â 29 % Â Â 0 % Â Â Â Â Â Â (1)Not meaningful Goodwill and other long-lived asset Impairment increased $127.5 million in the six months ended June 30, 2024, compared to the six months ended June 30, 2023. During the three months ended June 30, 2024, we identified a triggering event for goodwill and other long-lived assets impairment testing purposes at the CarOffer reporting unit due to recent organizational changes and Transaction volume declines, which resulted in revisions to our financial projections for the CarOffer reporting unit. As a result, we performed an updated fair value analysis of the CarOffer reporting unit, and subsequently recognized impairment losses of $4.7 million, $7.5 million, and $115.2 million for right-of-use assets, intangible assets, and goodwill, respectively. For further discussion of impairments related to right-of-use assets, intangible assets, and goodwill in the CarOffer reporting unit, refer to Note 6 of the Unaudited Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report. Â Depreciation and Amortization Expense Â Â Â Six Months Ended June 30, Â Â Change Â Â Â 2024 Â Â 2023 Â Â Amount Â Â % Â Â Â (dollars in thousands) Â Depreciation and amortization Â $ 5,025 Â Â $ 7,725 Â Â $ (2,700) Â Â (35)% Percentage of total revenue Â Â 1 % Â Â 2 % Â Â Â Â Â Â Depreciation and amortization expense decreased $2.7 million, or 35%, in the six months ended June 30, 2024, compared to the six months ended June 30, 2023. The decrease was due primarily to the customer relationships intangible asset related to the Digital Wholesale segment becoming fully amortized during the first quarter of 2024. Other Income, net Â Â Â Six Months Ended June 30, Â Â Change Â Â Â 2024 Â Â 2023 Â Â Amount Â Â % Â Â Â (dollars in thousands) Â Other income, net: Â Â Â Â Â Â Â Â Â Â Â Â Interest income Â $ 6,346 Â Â $ 8,076 Â Â $ (1,730) Â Â (21)% Other income, net Â Â 216 Â Â Â 942 Â Â Â (726) Â Â (77) Total other income, net Â $ 6,562 Â Â $ 9,018 Â Â $ (2,456) Â Â (27)% Percentage of total revenue: Â Â Â Â Â Â Â Â Â Â Â Â Interest income Â Â 1 % Â Â 2 % Â Â Â Â Â Â Other income, net Â Â 0 Â Â Â 0 Â Â Â Â Â Â Total other income, net Â Â 2 % Â Â 2 % Â Â Â Â Â Â Total other income, net decreased $2.5 million, or 27%, in the six months ended June 30, 2024, compared to the six months ended June 30, 2023. The $1.7 million decrease in interest income was due primarily to the decrease in cash equivalents to fund the 2024 Share Repurchase Program. The decrease in interest income was also due in part to the sale of short-term investments during the first quarter of 2024. The $0.7 million decrease in other income, net was due primarily to immaterial foreign currency losses in the current year compared to immaterial foreign currency gains in the prior year. 43 Â (Benefit from) Provision for Income Taxes Â Â Â Six Months Ended June 30, Â Â Change Â Â Â 2024 Â Â 2023 Â Â Amount Â Â % Â Â Â (dollars in thousands) Â (Benefit from) provision for income taxes Â $ (13,318) Â $ 15,132 Â Â $ (28,450) Â Â (188)% Percentage of total revenue Â Â (3)% Â Â 3 % Â Â Â Â Â Â (Benefit from) provision for income taxes changed $28.5 million, or 188%, in the six months ended June 30, 2024, compared to the six months ended June 30, 2023, primarily due to increased federal and state research and development tax credits and a $31.5 million discrete deferred tax benefit in association with the goodwill and long-term assets impairment charges related to the CarOffer reporting unit recognized during the six months ended June 30, 2024 This was partially offset by a net $1.6 million tax expense related to the windfalls on the taxable compensation of stock-based awards and the Section 162(m) excess officer compensation limitation recognized during the six months ended June 30, 2024, compared to an aggregated $4.2 million shortfalls on the taxable compensation of stock-based awards and the Section 162(m) excess officer compensation limitation recognized during the six months ended June 30, 2023. Segment Income (Loss) from Operations Â Â Â Six Months Ended June 30, Â Â Change Â Â Â 2024 Â Â 2023 Â Â Amount Â Â % Â Â Â (dollars in thousands) Â Segment Income (Loss) from Operations: Â Â Â Â Â Â Â Â Â Â Â Â U.S. Marketplace Â $ 76,260 Â Â $ 51,158 Â Â $ 25,102 Â Â Â 49 % Digital Wholesale Â Â (148,498) Â Â (17,532) Â Â (130,966) Â Â (747) Other Â Â 4,938 Â Â Â 6,767 Â Â Â 370 Â Total Â $ (67,300) Â $ 31,797 Â Â $ (99,097) Â Â (312)% Percentage of segment revenue: Â Â Â Â Â Â Â Â Â Â Â Â U.S. Marketplace Â Â 22 % Â Â 16 % Â Â Â Â Â Â Digital Wholesale Â Â (285) Â Â (13) Â Â Â Â Â Â Other Â Â 17 Â Â Â (8) Â Â Â Â Â Â Total Â Â (15)% Â Â 7 % Â Â Â Â Â Â U.S. Marketplace segment income from operations increased $25.1 million, or 49%, in the six months ended June 30, 2024, compared to the six months ended June 30, 2023, and represented 22% of U.S. Marketplace segment revenue for the six months ended June 30, 2024, compared to 16% of U.S. Marketplace segment revenue for the six months ended June 30, 2023. The increase was due to an increase in revenue of $39.0 million, a decrease in cost of revenue of $3.4 million, and an increase in operating expenses of $17.3 million. Digital Wholesale segment loss from operations increased $131.0 million, or 747%, in the six months ended June 30, 2024, compared to the six months ended June 30, 2023, and represented (285)% of Digital Wholesale segment revenue for the six months ended June 30, 2024, compared to (13)% of Digital Wholesale segment revenue for the six months ended June 30, 2023. The increase in the loss was due to a decrease in revenue of $81.5 million, a decrease in cost of revenue of $72.0 million, and an increase in operating expenses of $121.5 million. The increase in operating expenses was inclusive of $127.5 million of impairment expense related to the CarOffer reporting unit. For further discussion of impairments related to right-of-use assets, intangible assets and goodwill in the CarOffer reporting unit, refer to Note 6 of the Unaudited Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report. Liquidity and Capital Resources Cash, Cash Equivalents, Short-term Investments, and Borrowing Capacity As of June 30, 2024, our principal sources of liquidity were cash and cash equivalents of $216.2 million. As of December 31, 2023, our principal sources of liquidity were cash and cash equivalents of $291.4 million and short-term investments of $20.7 million. As of June 30, 2024, our borrowing capacity under the 2022 Revolver (as defined below) was $390.6 million. 44 Â Sources and Uses of Cash During the six months ended June 30, 2024 and 2023, our cash flows from operating, investing, and financing activities, as reflected in the Unaudited Condensed Consolidated Statements of Cash Flows, were as follows: Â Â Â Six Months Ended June 30, Â Â Â 2024 Â Â 2023 Â Â Â (dollars in thousands) Â Net cash provided by operating activities Â $ 123,561 Â Â $ 95,681 Â Net cash used in investing activities Â Â (44,373) Â Â (104,334) Net cash used in financing activities Â Â (153,975) Â Â (101,069) Impact of foreign currency on cash Â Â (774) Â Â 211 Â Net decrease in cash, cash equivalents, and restricted cash Â $ (75,561) Â $ (109,511) Our operations have been financed primarily from operating activities. During the six months ended June 30, 2024 and 2023, we generated cash from operating activities of $123.6 million and $95.7 million, respectively. We believe that our existing sources of liquidity, including access to the 2022 Revolver, will be sufficient to fund our operations for at least the next 12 months from the date of the filing of this Quarterly Report. Our future capital requirements will depend on many factors, including our revenue; expenses associated with our sales and marketing activities and the support of our product, technology, and development efforts; expenses associated with our facilities buildout under our 1001 Boylston Street lease in excess of tenant improvement allowance; payments received in advance from a third-party transaction processor; activity under the 2024 Share Repurchase Program; and our investments in international markets. Cash from operations could also be affected by various risks and uncertainties, including, but not limited to, macroeconomic effects and other risks detailed more specifically in the â€œRisk Factorsâ€ section in Part I, Item 1A in our Annual Report and in the â€œRisk Factorsâ€ section in Part II, Item 1A in this Quarterly Report. On September 26, 2022, we entered into a Credit Agreement with PNC Bank, National Association, as administrative agent and collateral agent and an L/C Issuer (as defined in the Credit Agreement), and the other lenders, L/C Issuers and parties thereto from time to time, or the Credit Agreement. The Credit Agreement consists of a revolving credit facility, or the 2022 Revolver, which allows us to borrow up to $400.0 million, $50.0 million of which may be comprised of a letter of credit sub-facility. The borrowing capacity under the Credit Agreement may be increased in accordance with the terms and subject to the adjustments as set forth in the Credit Agreement. Specifically, the borrowing capacity may be increased by an amount up to the greater of $250.0 million or 100% of Four Quarter Consolidated EBITDA (as defined in the Credit Agreement) if certain criteria are met and subject to certain restrictions. Any such increase requires lender approval. Proceeds of any borrowings may be used for general corporate purposes. The 2022 Revolver is scheduled to mature on September 26, 2027. As of June 30, 2024, there were no borrowings and $9.4 million in letters of credit outstanding under the 2022 Revolver, which reduced the borrowing capacity under the 2022 Revolver to $390.6 million. As of December 31, 2023, there were no borrowings and $9.6 million in letters of credit outstanding under the 2022 Revolver, which reduced the borrowing capacity under the 2022 Revolver to $390.4 million. In connection with the 1001 Boylston Street lease, we expect to spend

an additional $16.3 million to complete our buildout, of which $11.5 million has been committed and remains unspent as of June 30, 2024. These costs will be partially reimbursable under the tenant improvement allowance. 45 Â On November 7, 2023, we announced that our Board of Directors authorized a share repurchase program, or the 2024 Share Repurchase Program, pursuant to which we may, from time to time, purchase shares of our Class A common stock for an aggregate purchase price not to exceed $250.0 million. Share repurchases under the 2024 Share Repurchase Program may be made through a variety of methods, including but not limited to open market purchases, privately negotiated transactions, and transactions that may be effected pursuant to one or more plans under Rule 10b5-1 and/or Rule 10b-18 of the Securities Exchange Act of 1934, as amended, or the Exchange Act. The 2024 Share Repurchase Program does not obligate us to repurchase any minimum dollar amount or number of shares. The 2024 Share Repurchase Program has an effective date of January 1, 2024, and an expiration date of December 31, 2024, and prior to its expiration may be modified, suspended, or discontinued by our Board of Directors at any time without prior notice. All repurchased shares of our Class A common stock under the 2024 Share Repurchase Program will be retired. We have funded share repurchases and expect to continue to fund any additional share repurchases under the 2024 Share Repurchase Program through cash on hand and cash generated from operations. During the three months ended June 30, 2024, we repurchased and retired 2,654,807 shares for $61.4 million, exclusive of commissions and excise tax, at an average cost of $23.11 per share under the 2024 Share Repurchase Program. During the six months ended June 30, 2024, we repurchased and retired 6,193,001 shares for $142.4 million, exclusive of commissions and excise tax, at an average cost of $23.00 per share under the 2024 Share Repurchase Program. As of June 30, 2024, we had remaining authorization to purchase up to $107.6 million of our Class A common stock under the 2024 Share Repurchase Program. To the extent that our operating income, existing cash, cash equivalents, and our borrowing capacity under the 2022 Revolver are insufficient to fund our future activities, we may need to raise additional funds through a public or private equity or debt financing. Additional funds may not be available on terms favorable to us, or at all. See â€œRisk Factorsâ€”Risks Related to Our Business and Industryâ€”We may require additional capital to pursue our business objectives and respond to business opportunities, challenges, or unforeseen circumstances. If we are unable to generate sufficient cash flows or if capital is not available to us, our business, operating results, financial condition, and prospects could be adversely affected.â€ in Part I, Item 1A in our Annual Report. Operating Activities Net cash provided by operating activities of $123.6 million during the six months ended June 30, 2024 was due primarily to consolidated net loss of $47.4 million, adjusted for $127.7 million of goodwill and other long-lived asset impairment due to recent organizational changes and Transaction volume declines, which resulted in revisions to the Companyâ€™s financial projections for the CarOffer reporting unit, $31.2 million of stock-based compensation expense for equity classified awards to employees, $44.2 million of deferred taxes, and depreciation and amortization expense of $13.1 million. Net cash provided by operating activities was also attributable to a $27.4 million increase in lease obligations primarily related to our new headquarters at 1001 Boylston Street. Net cash provided by operating activities of $95.7 million during the six months ended June 30, 2023 was due primarily to consolidated net income of $25.7 million, adjusted for $29.5 million of stock-based compensation expense for equity classified awards, $23.2 million of depreciation and amortization, and $5.6 million of amortization of deferred contract costs, partially offset by $16.4 million of deferred taxes and $0.5 million of gain on sale of property and equipment. Net cash provided by operating activities was also attributable to a $13.2 million decrease in accounts receivable, a $9.0 million increase in deferred revenue, a $7.6 million increase in lease obligations, a $4.7 million decrease in inventory, a $4.1 million increase in accounts payable, and a $3.5 million decrease in prepaid expenses, prepaid income taxes, and other assets. The increases in cash flow from operations were partially offset by a $9.7 million increase in deferred contract costs and a $4.1 million decrease in accrued expenses, accrued income taxes, and other liabilities. Investing Activities Net cash used in investing activities of $44.4 million during the six months ended June 30, 2024 was due primarily to $54.6 million in purchases of property and equipment primarily related to our new headquarters at 1001 Boylston Street and $10.7 million in capitalized website development costs due to continued investment in our product offerings, offset in part by $21.2 million in sales of short-term investments. Net cash used in investing activities of $104.3 million during the six months ended June 30, 2023 was due to $95.5 million in purchases of short-term investments, $7.4 million of capitalization of website development costs, $4.2 million of purchases of property and equipment, and $2.6 million in advance payments to customer, offset in part by $5.0 million of sales of short-term investments and $0.5 million in proceeds from the sale of property and equipment. 46 Â Financing Activities Net cash used in financing activities of $154.0 million during the six months ended June 30, 2024 was due primarily to $142.5 million related to the repurchase of our Class A common stock under the 2024 Share Repurchase Program and $11.4 million related to the payment of withholding taxes on net share settlements of restricted stock units. Net cash used in financing activities of $101.1 million during the six months ended June 30, 2023 was due primarily to $91.5 million of payment for the repurchase of our Class A common stock under the share repurchase program announced by our Board of Directors in December 2022, pursuant to which we could, from time to time, purchase of shares of our Class A common stock for an aggregate purchase price not to exceed $250.0 million, $6.9 million of payment of withholding taxes on net share settlements of restricted stock units, and $2.7 million of change in gross advance payments received from third-party transaction processor. Contractual Obligations and Known Future Cash Requirements As of June 30, 2024, there were no material changes in our contractual obligations and commitments from those disclosed in our Annual Report, other than those appearing in the notes to the Unaudited Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report, which are hereby incorporated by reference. Seasonality Across the retail automotive industry, consumer purchases are typically greatest in the first three quarters of each year, due in part to the introduction of new vehicle models from manufacturers and the seasonal nature of consumer spending. Additionally, the volume of wholesale vehicle sales can fluctuate from quarter to quarter driven by several factors, including the timing of used vehicles available for sale from selling customers, the seasonality of the retail market for used vehicles, and/or inventory challenges in the automotive industry, which affect the demand side of the wholesale industry. Macroeconomic conditions, such as slower growth or recession, higher interest rates, unemployment, consumer confidence in the economy, consumer debt levels, labor, disruptions, work stoppages, or strikes, the ongoing military conflict between Russia and Ukraine, the conflict in Israel and surrounding areas and the possible expansion of such conflict, foreign currency exchange rate fluctuations, and other matters that influence consumer spending and preferences, can also impact the volume of wholesale vehicle sales, as was evidenced by the global semiconductor chip shortage and other supply related shortages. The Digital Wholesale segment operating results have reflected the general seasonality of the wholesale vehicle sales market and macroeconomic conditions of the automotive industry. The U.S. Marketplace segment operating results have reflected the macroeconomic conditions of the automotive industry. However, to date, the U.S. Marketplace segment operating results have not been materially impacted by the general seasonality of the automotive industry. This could possibly change as our business and markets mature. As a result, revenue and cost of revenue related to volume will fluctuate accordingly on a quarterly basis. Typical seasonality trends may not be observed in periods where other external factors more significantly impact the wholesale industry. Off-Balance Sheet Arrangements As of June 30, 2024 and December 31, 2023, we did not have any off-balance sheet arrangement or material leases that are less than 12 months in duration that have or are reasonably likely to have a current or future material effect on our financial condition, changes in financial condition, revenue or expenses, results of operations, liquidity, capital expenditures, or capital resources. Critical Accounting Estimates The preparation of the Unaudited Condensed Consolidated Financial Statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. 47 Â Although we regularly assess these estimates, actual results could differ materially from these estimates. We base our estimates on historical experience and various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ from management's estimates if these results differ from historical experience, or other assumptions do not turn out to be substantially accurate, even if such assumptions are reasonable when made. Changes in estimates are recognized in the period in which they become known. Critical estimates relied upon in preparing the Unaudited Condensed Consolidated Financial Statements include the determination of sales allowance and variable consideration in our revenue recognition, allowance for doubtful accounts, the impairment of long-lived assets, the capitalization of product, technology, and development costs for website development, internal-use software and hosting arrangements, the valuation of acquired assets and liabilities, the valuation and recoverability of intangible assets and goodwill, the valuation of redeemable noncontrolling interest, the recoverability of our net deferred tax assets and related valuation allowance, the valuation of inventory, and the valuation of liability-classified compensation awards. Accordingly, we consider these to be our critical accounting estimates and believe that of our significant accounting policies, these involve the greatest degree of judgment and complexity. For the three and six months ended June 30, 2024, there were no estimates related to the valuation of redeemable noncontrolling interest and the valuation of liability-classified compensation awards. During the three months ended June 30, 2024, we identified a triggering event for goodwill and other long-lived assets impairment testing purposes at the CarOffer reporting unit due to recent organizational changes and Transaction volume declines, which resulted in revisions to our financial projections for the CarOffer reporting unit. We performed an updated fair value analysis of the CarOffer reporting unit, resulting in an excess of carrying value over fair value of the CarOffer reporting unit. Due to the partial impairment of the CarOffer reporting unit goodwill, the remaining goodwill balance related to this reporting unit is still considered to be at risk for future impairments. If projected future operating results further decline, including as a result of economic conditions or operational challenges, we may need to record additional impairment charges to further reduce the goodwill at the CarOffer reporting unit, which could be material and negatively affect our operations. For further discussion of impairments related to right-of-use assets, intangible assets, and goodwill in the CarOffer reporting unit, refer to Note 6 of the Unaudited Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report. For a detailed explanation of the judgments made in these areas, refer to Note 2 of the Unaudited Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report and â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€ in our Annual Report. Recently Issued Accounting Pronouncements Information concerning recently issued accounting pronouncements may be found in Note 2 of the Unaudited Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report. 48 Â Item 3. Quantitative and Qualitative Disclosures about Market Risk Market risk represents the risk of loss that may affect our financial position due to adverse changes in financial market prices and rates. We are exposed to market risks as described below. Interest Rate Risk As of June 30, 2024, our exposure to market risk associated with changes in interest rates relates primarily to the 2022 Revolver, which allows us to borrow up to $400.0 million. The applicable interest rate is, at our option, based on a number of different benchmark rates and applicable spreads, as determined by the Consolidated Secured Net Leverage Ratio (as defined in Note 8 of the Unaudited Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report). A fluctuation in interest rates does not have an impact on interest expense unless the 2022 Revolver is drawn upon. Such impact would also be dependent on the amount of the draw. As of June 30, 2024, there were no borrowings and $9.4 million in letters of credit outstanding under the 2022 Revolver, which reduced the borrowing capacity under the 2022 Revolver to $390.6 million. As of December 31, 2023, there were no borrowings and $9.6 million in letters of credit outstanding under the 2022 Revolver, which reduced the borrowing capacity under the 2022 Revolver to $390.4 million. As of June 30, 2024, we had cash and cash equivalents of $216.2 million, which consisted of bank deposits, money market accounts, and mutual funds. As of December 31, 2023, we had cash, cash equivalents, and short-term investments of $312.1 million, which consisted of bank deposits, money market accounts, and mutual funds. Such interest-earning instruments carry a degree of interest rate risk. Given recent changes in the interest rate environment and in an effort to ensure liquidity, we expect variable returns from our cash equivalents for the foreseeable future. To date, fluctuations resulting from changes in the interest rate environment in interest income have not been material to the operations of the business. We do not enter into investments for trading or speculative purposes and have not used any derivative financial instruments to manage our interest rate risk exposure. Inflation Risk We do not believe that inflation has had a material effect on our business, financial condition, or results of operations to date. However, if our costs were to become subject to significant inflationary pressures, we may not be able to fully offset such higher costs through price increases. Our inability or failure to do so could harm our business, operating results, and financial condition. Additionally, inflationary pressures could negatively impact vehicle purchasing behavior, which could have an adverse impact on our financial results. Foreign Currency Exchange Risk As of June 30, 2024 and December 31, 2023, we had immaterial foreign currency exposures in the British pound, the Euro, and the Canadian dollar. Historically, because our operations and sales have been primarily in the U.S., we have not faced any significant foreign currency risk. As we seek to grow our international operations in Canada and the U.K., our risks associated with fluctuation in currency rates may become greater, and we will continue to reassess our approach to managing these risks. 49 Â Item 4. Controls and Procedures Evaluation of Disclosure Controls and Procedures Our management, with the participation of our Principal Executive Officer and Principal Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act), as of the end of the period covered by this Quarterly Report. The term â€œdisclosure controls and procedures,â€ as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized, and reported, within the time periods specified in the SECâ€™s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the companyâ€™s management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and our management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. As described below, based on the evaluation of our disclosure controls and procedures as of the end of the period covered by this Quarterly Report, management identified a material weakness in our internal control over financial reporting. As a result of the material weakness, our Principal Executive Officer and Principal Financial Officer have concluded that, as of such date, our disclosure controls and procedures were not effective to provide reasonable assurance that information required to be disclosed in the reports we file and submit under the Exchange Act is recorded, processed, summarized, and reported as and when required. Notwithstanding this material weakness noted above, our management, including our Principal Executive Officer and Principal Financial Officer, has concluded that our financial statements included in this Quarterly Report present fairly, in all material respects, our financial position, results of operations, and cash flows for the periods presented in accordance with GAAP. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of a companyâ€™s annual or interim financial statements will not be prevented or detected on a timely basis. The control deficiencies, which, in the aggregate, were assessed as a material weakness as disclosed in our Annual Report, have not yet been fully remediated. At December 31, 2023, we had unremediated operational control deficiencies at CarOffer associated with the operation of logical access and change management of information technology, or IT, general controls, or IT General Controls, around program change and logical access in certain IT systems. Therefore, we were not able to have consistent, effective operation of manual controls that rely on data produced by and maintained within these affected IT systems. As of June 30, 2024, management was unable to demonstrate the consistent, effective operation of IT General Controls and manual controls that rely on data produced by and maintained within affected IT systems due to the limited remediation period. As a result, we did not have effective operation of internal controls over financial reporting to address the risks of material misstatement of various financial statement accounts at June 30, 2024. Management has determined that the impact of the previously identified deficiencies continue to aggregate into a material weakness at June 30, 2024. This material weakness did not result in a known material misstatement to our financial statements. However, the material weakness could have resulted in material misstatements in our interim or annual financial statements and disclosures which then may not have been prevented or detected. The material weakness also impacts the effectiveness of segregation of duties, impacts the effectiveness of financial controls which rely on information from relevant financial systems, and increases the reliance on corporate accounting personnel to identify errors at the CarOffer subsidiary level. Â Â 50 Â Remediation Plan To address the material weaknesses in our internal control over financial reporting as of December 31, 2023, we have continued remediation efforts outlined in previous financial statements, as applicable, including enhancing our control procedures, and in some cases, increasing the frequency at which controls are performed for logical access in IT systems. In addition, until remediation steps have been completed and are operated for a sufficient period of time, and subsequent evaluation of their effectiveness is completed, the material weakness described above will continue to exist. Our ongoing remediation efforts are focused on continued employee training related to internal control over financial reporting and confirming sustained operation of effectively designed control activities, including IT General Controls. Management is committed to successfully implementing the remediation plan as promptly as possible. As of June 30, 2024, management has implemented or enhanced certain controls to address specific issues related to the material weakness. The material

weakness will not be considered remediated until our management implements effective controls that operate for a sufficient period of time and our management has concluded through testing that these controls are effective. The elements of our remediation plan can only be accomplished over time, and we can offer no assurance that these initiatives will ultimately have the intended effects. See â€œRisk Factorsâ€”Risks Related to Our Business and Industryâ€”We have identified a material weakness in our internal control over financial reporting. If we are unable to remediate this material weakness, we may not be able to accurately or timely report our financial condition or results of operations, which may adversely affect our business and the market price of our common stock.â€ in Part I, Item 1A in our Annual Report. Changes in Internal Control over Financial Reporting Except as otherwise noted above under "Remediation Plan," including the on-going remediation efforts described, there were no changes in our internal control over financial reporting (as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) during the period covered by this Quarterly Report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. Our plans for remediating the material weakness, described above, will constitute changes in our internal control over financial reporting, prospectively, when such remediation plans are effectively implemented. 51 Â PART IIâ€”OTHER INFORMATION Item 1. Legal Proceedings. From time to time, we may become involved in legal proceedings or be subject to claims arising in the ordinary course of our business. We are not presently subject to any pending or threatened litigation that we believe, if determined adversely to us, would individually, or taken together, reasonably be expected to have a material adverse effect on our business or financial results. Item 1A. Risk Factors. Careful consideration should be given to the factors discussed in Part I, Item 1A, â€œRisk Factors,â€ in our Annual Report, which could materially affect our business, financial condition, or future results, in addition to the information set forth in this Quarterly Report. The risk factor set forth below updates the risk factors in our Annual Report. Â Our goodwill, intangible assets, and right-of-use assets have been subject to impairment and may be subject to further impairment in the future, which could have a material adverse effect on our results of operations, financial condition, or future operating results. We evaluate the recoverability of recognized goodwill amounts and indefinite-lived intangible assets for impairment at least annually and whenever events or changes in circumstances indicate that the carrying value of the asset may not be recoverable. These impairment tests are based on several factors requiring managementâ€™s judgment, including identification of triggering events for reassessment and determination of the fair value of related assets. If such goodwill or intangible assets are deemed to be impaired, an impairment loss equal to the amount by which the carrying amount exceeds the fair value of the assets would be recognized. Future events may cause impairments of our goodwill or intangible assets based on factors such as the price of our Class A common stock, projected cash flows, assumptions used, or other variables. Â In the three months ended June 30, 2024, we recognized a partial impairment charge of $127.5 million related to the CarOffer reporting unit. We cannot accurately predict the amount and timing of any impairment of goodwill, intangible assets, or right-of-use assets. We may be required to record an additional charge during the period in which further impairment of our goodwill or intangible assets is determined, which could have a material adverse effect on our results of operations, financial condition, or future operating results. 52 Â Item 2. Unregistered Sales of Equity Securities and Use of Proceeds. Recent Sales of Unregistered Securities None. Purchases of Equity Securities The following table summarizes information about our purchases of our Class A common stock equity securities for each of the months during the three months ended June 30, 2024: Â Period Â Total Number of Shares of Common Stock Purchased Â Â Weighted Average Price Paid per Share of Common Stock(1) Â Â Total Number of Shares of Common Stock Purchased as Part of Publicly Announced Plans or Programs(2)(3) Â Â Maximum Approximate Dollar Value of Shares of Common Stock that May Yet be Purchased Under the Plans or Programs (in thousands)(2) Â Â April 1, 2024 through April 30, 2024 Â Â 1,240,919 Â Â $ 22.58 Â Â Â 1,240,919 Â Â $ 140,913 Â Â May 1, 2024 through May 31, 2024 Â Â 1,294,706 Â Â $ 23.54 Â Â Â 1,294,706 Â Â $ 110,436 Â Â June 1, 2024 through June 30, 2024 Â Â 119,182 Â Â $ 23.94 Â Â Â 119,182 Â Â $ 107,583 Â Â Total Â Â 2,654,807 Â Â $ 23.11 Â Â Â 2,654,807 Â Â $ 107,583 Â (1)The weighted average price paid per share of our Class A common stock does not include cost of commissions. (2)On November 7, 2023, we announced that our Board of Directors authorized the 2024 Share Repurchase Program, pursuant to which we may, from time to time, purchase shares of our Class A common stock for an aggregate purchase price not to exceed $250.0 million. Share repurchases under the 2024 Share Repurchase Program may be made through a variety of methods, including but not limited to open market purchases, privately negotiated transactions, and transactions that may be effected pursuant to one or more plans under Rule 10b5-1 and/or Rule 10b-18 of the Exchange Act. The 2024 Share Repurchase Program does not obligate us to repurchase any minimum dollar amount or number of shares. The 2024 Share Repurchase Program has an effective date of January 1, 2024, and an expiration date of December 31, 2024, and prior to its expiration may be modified, suspended, or discontinued by our Board of Directors at any time without prior notice. All repurchased shares of our Class A common stock under the 2024 Share Repurchase Program will be retired. We have funded share repurchases and expect to continue to fund any additional share repurchases under the 2024 Share Repurchase Program through cash on hand and cash generated from operations. (3)The total number of shares of our Class A common stock purchased as part of the 2024 Share Repurchase Program was inclusive of any shares purchased but not settled as of June 30, 2024. Â 53 Â Item 5. Other Information Â Rule 10b5-1 Plan Trading Arrangements During the three months ended June 30, 2024, the following officer adopted a â€œRule 10b5-1 trading arrangementâ€ (as defined in Item 408 of Regulation S-K) that is intended to satisfy the affirmative defense of Rule 10b5-1(c) under the Exchange Act and our policies on insider trading:Â Â Â Name & Title Â Date Adopted Aggregate Number of Shares of Class A Common Stock to be Purchased or Sold Pursuant to Trading Arrangement Â Expiration Date(1) Dafna Sarnoff,Chief Marketing Officer May 17, 2024 71,623 shares to be sold(2) May 1, 2025 Â Â (1) The Rule 10b5-1 trading arrangement permits transactions through and including the earlier to occur of (a) the completion of all sales or (b) the date listed in the table. The arrangement also provides for automatic expiration in the event of liquidation, dissolution, bankruptcy, insolvency, or death of the adopting person.Â (2) The Rule 10b5-1 trading arrangement includes the sale of shares to be received upon future vesting of certain outstanding equity awards, net of any shares withheld by us to satisfy applicable taxes. The number of shares to be withheld, and thus the exact number of shares to be sold pursuant to such officerâ€™s Rule 10b5-1 trading arrangement, can only be determined upon the occurrence of the future vesting events. For purposes of this disclosure, we have reported the gross number of shares to be received upon the future vesting of such equity awards, before subtracting any shares to be withheld by us to satisfy applicable taxes in connection with such future vesting events.Â On December 15, 2023, Ms. Sarnoff adopted a â€œRule 10b5-1 trading arrangementâ€ that was intended to satisfy the affirmative defense of Rule 10b5-1(c) under the Exchange Act and our policies on insider trading, or the Sarnoff 2023 Plan. Pursuant to the Sarnoff 2023 Plan, up to 73,817 shares were to be sold and it had an expiration date of March 31, 2025. On May 17, 2024, Ms. Sarnoff terminated the Sarnoff 2023 Plan.Other than those disclosed above, none of our directors or officers adopted, modified, or terminated a â€œRule 10b5-1 trading arrangementâ€ or â€œnon-Rule 10b5-1 trading arrangement,â€ in each case as defined in Item 408 of Regulation S-K. Â Â 54 Â Item 6. Exhibits. The exhibits listed below are filed, furnished, or incorporated by reference into this Quarterly Report. Â Â Â Â Â Incorporated by Reference Â ExhibitNumber Â Exhibit Description Â Form Â FileNumber Â FilingDate Â ExhibitNumber Â Filed or FurnishedHerewith 3.1 Â Amended and Restated Certificate of Incorporation of the Registrant. Â 8-K Â 001-38233 Â October 16, 2017 Â 3.1 Â Â 3.2 Â Certificate of Amendment to the Fourth Amended and Restated Certificate of Incorporation of the Registrant. Â 8-K Â 001-38233 Â June 6, 2024 Â 3.1 Â Â 3.3 Â Third Amended and Restated By-laws of the Registrant. Â 8-K Â 001-38233 Â June 6, 2024 Â 3.2 Â Â 10.1# Â Offer Letter, dated September 29, 2023, by and between the Registrant and Zachary Hallowell. Â Â Â Â Â Â Â Â Â X 10.2 Â Change Orders dated April 12, 2024 and May 3, 2024 to Indenture of Lease between P-12 Property LLC (as successor-in-interest to S&A P-12 Property LLC) and the Registrant, dated as of December 19, 2019, as amended.* Â Â Â Â Â Â Â Â Â Â X 10.3 Â Second Amendment to Sublease, dated April 30, 2024, by and between the Registrant and HubSpot, Inc. Â Â Â Â Â Â Â Â Â X 31.1 Â Certification of Principal Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Â Â Â Â Â Â Â Â Â X 31.2 Â Certification of Principal Financial Officer pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Â Â Â Â Â Â Â Â Â X 32.1** Â Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. Â Â Â Â Â Â Â Â Â X 32.2** Â Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. Â Â Â Â Â Â Â Â Â X 101.INS Â Inline XBRL Instance Document- the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document. Â Â Â Â Â Â Â Â Â 101.SCH Â Inline XBRL Taxonomy Extension Schema With Embedded Linkbase Documents. Â Â Â Â Â Â Â Â Â X 104 Â Cover Page Interactive Data File (Embedded within the Inline XBRL document and included in Exhibit) Â Â Â Â Â Â Â Â Â Â Â Â X Â Â # Indicates a management contract or compensatory plan. Â * The exhibits and schedules to this agreement have been omitted pursuant to Item 601(b)(2) of Regulation S-K and the Registrant agrees to furnish supplementally a copy of any omitted schedule to the staff of the SEC upon request. Â ** The certifications furnished in Exhibit 32.1 and Exhibit 32.2 hereto are deemed to accompany this Quarterly Report and will not be deemed â€œfiledâ€ for purposes of Section 18 of the Exchange Act, except to the extent that the Registrant specifically incorporates it by reference. 55 Â SIGNATURES Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized. Â CarGurus, Inc. Date: August 8, 2024 By: /s/ Jason Trevisan Jason Trevisan Chief Executive Officer(Principal Executive Officer) Â 56 EX-10.1 2 carg-ex10_1.htm EX-10.1 EX-10.1 Exhibit 10.1 Â Â Â Zachary Hallowell [Address] [Address] Â Â Â Dear Zach, I am very pleased to offer you the position of Head of Industry Strategy at CarGurus, Inc. (â€œCarGurusâ€ or the â€œCompanyâ€), reporting to me, Sam Zales, President and Chief Operating Officer. This letter will clarify the terms and conditions of your at-will employment with CarGurus, should you accept our offer. Note, this offer of employment is conditioned on your satisfactory completion of certain requirements, as more fully explained in this letter. Your employment is subject to the terms and conditions set forth in this letter. 1.Position. Subject to satisfaction of all of the conditions described in this letter, your employment will begin on October 16, 2023 (the â€œStart Dateâ€). Your primary place of work will be the Companyâ€™s main offices, currently located at 2 Canal Park, Cambridge, MA, 02141. We expect that you will perform the duties and responsibilities typically associated with your position, and other duties assigned to you, in a satisfactory manner and to the best of your abilities. You agree to devote your full business time, attention and best efforts to the performance of your duties and to the furtherance of the Company's interests. During the course of your employment with CarGurus, your position and duties are subject to change. Also, you are required to follow the policies and procedures of the Company, as they may exist and be revised during your employment. 2.Compensation & Benefits. In consideration of your services: (a)Your semi-monthly salary of $17,708.34, annualized at $425,000.00 (the â€œBase Salaryâ€), will be paid semimonthly on the 15th day and last day of each month and subject to taxes and other withholdings required by law. As an exempt employee you are required to exercise your specialized expertise, independent judgment and discretion to provide high-quality services. You are expected to work the number of hours required to meet the needs of the business. (b)You will be eligible to participate in the CarGurus Annual Incentive Plan, through which you may be eligible to earn a discretionary bonus up to $325,000.00, less applicable taxes and withholdings. For the current fiscal year, the amount you are eligible to earn under the CarGurus Annual Incentive Plan will be prorated based upon your start date. Whether to grant a bonus, and in what amount, are determinations to be made in the sole discretion of the Company based on a variety of factors, including, but not limited to, your performance and the Companyâ€™s performance. In order to remain eligible and receive a bonus award, if any, you must be employed by the Company at the time it makes bonus payments to employees for that year. This discretionary bonus is not intended to and shall not be deemed a â€œwageâ€ under any state or federal wage hour law. (c)You will be eligible for a one time Sign-On Bonus of $300,000.00 (the Â Â â€œSign-On Bonusâ€), less applicable taxes and withholdings, to be paid as follows: 100% of the Sign-On Bonus within the first sixty days from your Start Date. Should your employment with CarGurus terminate, for any reason, within 12 months, or on the one-year anniversary, of your Start Date, you must immediately repay to CarGurus the Sign-On Bonus (or portion(s) thereof) that you received. In the event of such termination, CarGurus may, in its discretion, also deduct any unreturned Sign-On Bonus amount from any compensation, severance, commission or other amount due to you, subject to applicable laws. (d)You will be eligible to participate in the Companyâ€™s benefit plans on your first day of employment. Your participation in these plans will be subject to the terms of the applicable plan documents and generally applicable policies of the Company, as the same may be in effect from time to time. No representation is made, however, that any specific benefits now available will continue or that any other benefits will be made available. During your first two (2) years of employment with the Company, you will be entitled to four (4) weeksâ€™ paid vacation annually at such reasonable times as you and the Company may determine. Commencing with your third year of employment with the company, you will be entitled to the number of paid vacation days annually in accordance with the Companyâ€™s then standard vacation and paid time off policies. Additional information regarding the Companyâ€™s benefit plans will be provided under separate cover. 3.Eligibility to Participate in Omnibus Incentive Compensation Plan. You will be eligible to participate in the Companyâ€™s Omnibus Incentive Compensation Plan (the â€œPlanâ€), under which the Company grants to employees restricted stock units (â€œRSUsâ€) that are subject to service-based vesting conditions. We are prepared to recommend to the Companyâ€™s Board of Directors (or its committee) an award, a 'New Hire Grant' consisting of RSUs representing shares of the Companyâ€™s Class A common stock with an award value of $1,800,000.00 (the â€œRSU Award Valueâ€). The â€˜New Hire Grantâ€™ vesting schedule will be 4 years, with the first 25% of the RSUs vesting on the first anniversary of the vesting start date and an additional 6.25% of the RSUs vesting at the end of each three month period thereafter. Additionally, we are prepared to recommend to the Companyâ€™s Board of Directors (or its committee) an award, a 'One-Time Grant 'consisting of RSUs representing shares of the Companyâ€™s Class A common stock with an award value of $1,000,000.00 (the â€œRSU Award Valueâ€). The â€˜One-Time Grantâ€™ vesting schedule will be 2 years, at 12.50% per quarter beginning on January 1, 2024. Any such grant of RSUs is subject to the approval of the Companyâ€™s Board of Directors (or its committee) and to the terms and conditions of the Plan and the RSU grant agreement on the form for executive officers evidencing the terms and conditions of the grant, including the service-based vesting schedule and applicable acceleration provisions. The Board of Directors (or its committee) retains the discretion to change the RSU Award Value, or to determine not to grant any RSUs to you whatsoever. The number of RSUs to be awarded to you will be based on dividing the RSU Award Value by the closing price of CarGurusâ€™ Class A common stock on the Nasdaq Stock Market on the grant approval date, rounded down to the nearest whole share. 4.Modification of Compensation and Incentive Plans. The Company reserves the right, in its sole discretion, to modify, change or eliminate, on a prospective basis, the compensation, bonus and incentive plans, as applicable, addressed in Sections 2 and 3 above. 5.Protection of the Companyâ€™s Confidential Information and Goodwill. In order to protect the Companyâ€™s substantial investment of time and money in the creation and maintaining of its trade secrets and other confidential and proprietary information, as well as its goodwill with its clients and business partners, including vendors, suppliers and others, you are required to sign the Companyâ€™s standard Protection of Confidential Information Agreement (â€œNDAâ€), a copy of which is attached to this letter. The terms and conditions of the NDA will remain in effect regardless of any change in the nature of your duties, compensation or employment with the Company and its 2Â Â affiliates. 6.Representations and Warranties. By accepting this offer, you represent that you are able to accept this job and carry out the work that it would involve without breaching any legal restrictions on your activities, such as non-competition, non-solicitation or other work-related restrictions imposed by a current or former employer. You also represent that you will inform the Company about any such restrictions and provide the Company with as much information about them as possible, including any agreements between you and your current or former employer describing such restrictions on your activities. You further confirm that you will not remove or take any documents or proprietary data or materials of any kind, electronic or otherwise, with you from your current or former employer to the Company without written authorization from your current or former employer, nor will you use or disclose any such confidential information during the course and scope of your employment with the Company. If you have any questions about the ownership of particular documents or other information, you should discuss such questions with your former employer before removing or copying the documents or information. 7.Contingent Offer. This offer is contingent upon: (a)Verification of your right to work in the United States, as demonstrated by your completion of an I-9 form upon hire and your submission of acceptable documentation (as noted on the I-9 form) verifying your identity and work authorization within three days of your Start Date. You will receive an email from HireRight to complete your Form I-9. Please bring the appropriate documents listed on this form with on your Start Date. If you fail to submit such proof, federal law prohibits us from commencing employment. (b)Satisfactory completion of a background investigation which includes, but is not limited to, previous employment, education, and criminal history. (c)Your execution of the Company's enclosed Non-Disclosure Agreement (â€œNDAâ€). (d)Your compliance with Section 6. This offer will be withdrawn if any of the above conditions are not satisfied. The Company may terminate your employment if any of the above conditions are not satisfied 8.Payment on Termination by the Company without Cause or by you for Good Reason. Should your employment be terminated by the Company without â€œCauseâ€ (as that term is defined in the NDA) or by you for â€œGood Reasonâ€ (as defined below), then in addition to payment of all wages earned through the effective date of such termination (the â€œTermination Dateâ€), which will be made on or about the Termination Date, and subject to (i) your signing a Separation Agreement and Release in a form and manner satisfactory to the

Company, as further described below; and (ii) the Separation Agreement and Release becoming irrevocable, all within 60 days after the Termination Date (or such shorter period as set forth in the Separation Agreement and Release), including any applicable seven (7) business day revocation period provided therein: (a)the Company will pay you an amount equal to nine (9) months of your Base Salary (the â€œSeverance Amountâ€); 3Â Â (b)subject to your copayment of premium amounts at the applicable active employeesâ€™ rate and your proper election to receive benefits under the Consolidated Omnibus Budget Reconciliation Act of 1985, as amended (â€œCOBRAâ€), the Company will pay to the group health plan provider, the COBRA provider or you a monthly payment equal to the monthly employer contribution that the Company would have made to provide health insurance to you if you had remained employed by the Company until the earliest of (A) the nine (9)-month anniversary of the Termination Date; (B) your eligibility for group medical plan benefits under any other employerâ€™s group medical plan; or (C) the cessation of your continuation rights under COBRA; provided, however, if the Company determines that it cannot pay such amounts to the group health plan provider or the COBRA provider (if applicable) without potentially violating applicable law (including, without limitation, Section 2716 of the Public Health Service Act), then the Company will convert such payments to payroll payments directly to you for the time period specified above (the â€œCOBRA Subsidyâ€). Such payments shall be subject to tax-related deductions and withholdings and paid on the Companyâ€™s regular payroll dates. The amounts payable under this Section 8, to the extent taxable, will be paid out in substantially equal installments in accordance with the Companyâ€™s payroll practice over six (6) months commencing within 60 days after the Termination Date; provided, however, that if the 60-day period begins in one calendar year and ends in a second calendar year, the Severance Amount, to the extent it qualifies as â€œnon-qualified deferred compensationâ€ within the meaning of Section 409A of the Internal Revenue Code of 1986, as amended (the â€œCodeâ€), shall begin to be paid in the second calendar year by the last day of such 60-day period; provided, further, that the initial payment will include a catch-up payment to cover amounts retroactive to the day immediately following the Termination Date. Each payment pursuant to this Agreement is intended to constitute a separate payment for purposes of Treasury Regulation Section 1.409A-2(b)(2). Your receipt of the Severance Pay and COBRA Subsidy will be conditional on your signing (and, if applicable, not revoking) a Separation Agreement and Release in a form acceptable to the Company, including a general release of claims against the Company and all related persons and entities, a reaffirmation of all of your post-employment obligations under the NDA, and, in the Companyâ€™s sole discretion, a one-year post-employment noncompetition agreement substantially similar to or the same as the noncompetition provision of the NDA. Further, the Separation Agreement and Release will provide that if you breach the NDA, all payments of the Severance Amount and COBRA Subsidy will immediately cease and be recoverable by the Company. For purposes of this letter, â€œGood Reasonâ€ means you have complied with the Good Reason Process (as defined below) following the occurrence of any of the following events, without your consent: (i) a material diminution in the your title, responsibilities, authority or duties; (ii) a material diminution in your base salary or target bonus, except for across-the-board reductions based on the Companyâ€™s financial performance similarly affecting all or substantially all senior management employees of the Company; (iii) a material change in the principal geographic location at which you provide services to the Company (with the exception of travel related to your duties to the Company); or (iv) the material breach by the Company of the written employment agreement, offer letter or severance agreement between you and the Company; and â€œGood Reason Processâ€ means (i) you reasonably determine in good faith that a â€œGood Reasonâ€ condition has occurred; (ii) you have notified the Company in writing of the first occurrence of the Good Reason condition within thirty (30) days of the first occurrence of such condition; (iii) you cooperate in good faith with the Companyâ€™s efforts, for a period not less than thirty (30) days following such notice (the â€œCure Periodâ€), to remedy the condition; (iv) notwithstanding such efforts, the Good Reason condition continues to exist; and (v) you terminate your employment within thirty (30) days after the end of the Cure Period. If the Company cures the Good Reason condition during the Cure Period, Good Reason shall be deemed not to have occurred. 4Â Â 9.Nature of Relationship; Choice of Law. While we are hopeful and confident that our relationship will be mutually rewarding, satisfactory and sustaining. As explained further in Section 10, your employment with the Company is at will, which means that both you and the Company remain free to end the employment relationship at any time and for any reason. Accordingly, this letter shall not be construed as an agreement, either express or implied, to employ you for any particular term, and does not alter the Companyâ€™s at will employment policy with respect to your employment. Similarly, nothing in this letter shall be construed as an agreement, either express or implied, to pay you any compensation of any kind, or grant you any benefit, beyond the end of your employment with the Company, other than any payments for which you may become eligible by operation of Section 8. If you will regularly perform your duties at any of the Companyâ€™s business locations in Massachusetts, then all aspects of your employment shall be governed by and construed in accordance with the laws of the Commonwealth of Massachusetts, excluding choice of law rules thereof. If you reside and you will regularly perform your duties for the Company outside of Massachusetts, then all aspects of your employment (except for the NDA, which in such case would be governed by Delaware law), shall be governed by and construed in accordance with the laws of state where you reside. Â 10.At-Will Employment. Your employment with the Company will be for no specific period of time. Rather, your employment will be at-will, meaning that you or the Company may terminate the employment relationship at any time, with or without cause, and with or without notice and for any reason or no particular reason. Although your compensation and benefits may change from time to time, the at-will nature of your employment may only be changed by an express written agreement signed by an authorized officer of the Company. Â Zach, we look forward to you joining our organization. In order to confirm your intention to commence employment with CarGurus on the Start Date on the terms set forth in this letter, please sign and return to me this letter and the NDA. If you have any questions, please do not hesitate to speak with me. Â Sincerely, Â /s/ Sam Zales Sam Zales President and Chief Operating Officer CarGurus, Inc. Â Â ACKNOWLEDGEMENT AND AGREEMENT Â I have read and understood and I accept all the terms of the offer of employment as set forth in the foregoing letter. I have not relied on any agreements or representations, express or implied, that are not set forth expressly in the foregoing letter, and this letter supersedes all prior and contemporaneous understandings, agreements, representations and warranties, both written and oral, with respect to the subject matter of this letter. I will commence employment on the Start Date on the terms set forth in this letter. Â /s/ Zachary Hallowell 9/29/2023 Zachary Hallowell Date Â 5Â Â CarGurus, Inc. Protection of Confidential Information Agreement Name: Zachary Hallowell THIS Protection of Confidential Information Agreement, dated as of this 16th day of October 2023 (this "Agreement"), is between CarGurus, Inc., a Delaware corporation (the "Company"), and Zachary Hallowell (the "Signatory"). WHEREAS, the Signatory is currently, or is about to become, an officer, employee, director, and/or consultant of the Company; and WHEREAS, it is a condition precedent to the commencement or continuation of the Signatory's association with the Company, whether as an officer, employee, director and/or consultant, that the Signatory shall enter into this Agreement with the Company. NOW, THEREFORE, in consideration of the foregoing premises, the parties hereto hereby mutually agree as follows: 1.Confidential Information. (a)For purposes of this Agreement, the term "Confidential Information" shall mean (i) confidential information, knowledge or data of the Company, (ii) trade secrets of the Company and (iii) any other information of the Company disclosed to the Signatory or to which the Signatory is given access, whether such disclosure or access is made or given by the Company or any other person. Without limiting the generality of the foregoing, the term Confidential Information shall include (A) all Inventions (as defined in Section 5(a) hereof) that are owned by the Company or that are required to be assigned to the Company by any person, including, without limitation, the Signatory or any other employee or consultant of the Company, or that are licensed to the Company by any person, (B) information regarding the Company's plans for research and development or for new products, (C) engineering or manufacturing information pertaining to the Company or any of its operations or products, (D) information regarding regulatory matters pertaining to the Company, (E) information regarding any acquisition, strategic alliance or joint venture effected by the Company or any proposed acquisition, strategic alliance or joint venture being considered by the Company, (F) information regarding the status or outcome of any negotiations engaged in by the Company, (G) information regarding the existence or terms of any contract entered into by the Company, (H) information regarding any aspect of the Company's intellectual property position, (I) information regarding prices or costs of the Company, (J) information regarding any aspect of the Company's business strategy, including, without limitation, the Company's marketing, selling and distribution strategies, (K) information regarding customers or suppliers of the Company, (L) information regarding the compensation and other terms of employment or engagement of the Company's employees and consultants, other than of the Signatory, (M) business plans, budgets, unpublished financial statements and unpublished financial data of the Company, (N) information regarding marketing and sales of any actual or proposed product or services of the Company, (O) information regarding website visitor behavior, including referral information, and any other information derived from analyzing website log files and (P) any other information that the Company may designate as confidential. (b)The Signatory acknowledges that, except to the extent otherwise provided in this Section 1(b) or in Section 1(d), all Confidential Information disclosed to or acquired by Â Â the Signatory is a valuable, special, and unique asset of the Company and is to be held in trust by the Signatory for the Company's sole benefit. The Company acknowledges that its intent is to protect itself with respect to Confidential Information that is relevant and material to its business. It is rebuttably presumed that all Confidential Information is relevant and material to the Companyâ€™s business. The burden of proving any Confidential Information is not relevant and material shall be on the Signatory. Except as otherwise provided in this Section 1(b) or in Section 1(d), the Signatory shall not, at any time (including, without limitation, after the termination of the Signatory's association with the Company as an employee, consultant, officer and/or director), use for himself, herself or others, or disclose or communicate to any person for any reason, any Confidential Information without the prior written consent of the Company. Notwithstanding anything in this Section 1(b) to the contrary, it is understood that, except to the extent otherwise expressly prohibited by the Company, (A) the Signatory may disclose or use Confidential Information in performing his, her or its duties and responsibilities to the Company but only to the extent required or necessary for the performance of such duties and responsibilities in the ordinary course and within the scope of his, her or its association with the Company as an employee, consultant, officer and/or director, and (B) the Signatory may disclose any Confidential Information pursuant to a request or order of any court or governmental agency, provided that the Signatory promptly notifies the Company of any such request or order and provides reasonable cooperation (at the Company's expense) in the efforts, if any, of the Company to contest or limit the scope of such request or order. (c)The Signatory acknowledges and agrees that the Company has received, and may receive in the future, confidential or proprietary information from third parties ("Third Party Confidential Information") subject to a duty on the Company's part to maintain the confidentiality of such Third Party Confidential Information and to use it only for certain limited purposes. During the term of the Signatory's association with the Company as an employee, consultant, officer and/or director (the "Term") and at all times thereafter, the Signatory shall hold Third Party Confidential Information in the strictest confidence and will not use or disclose to anyone any Third Party Confidential Information, unless expressly authorized in writing by the Company or unless otherwise provided in this Section 1(c) or in Section 1(d). Notwithstanding anything in this Section 1(c) to the contrary, it is understood that, except to the extent otherwise expressly prohibited by the Company, (A) the Signatory may disclose or use Third Party Confidential Information in performing his, her or its duties and responsibilities to the Company but only to the extent required or necessary for the performance of such duties and responsibilities in the ordinary course and within the scope of his, her or its association with the Company as an employee, consultant, officer and/or director, and (B) the Signatory may disclose any Third Party Confidential Information pursuant to a request or order of any court or governmental agency, provided that the Signatory promptly notifies the Company of any such request or order and provides reasonable cooperation (at the Company's expense or the expense of such third party) in the efforts, if any, of the Company or such third party to contest or limit the scope of such request or order. (d)The Signatory's obligations under Section 1(b) and/or Section 1(c) not to use, disclose or communicate Confidential Information or Third Party Confidential Information to any person without the prior written consent of the Company shall not apply to any Confidential Information or Third Party Confidential Information that (i) is or becomes publicly known (as demonstrated by written evidence provided by the Signatory) under circumstances involving no breach by the Signatory of this Agreement and/or (ii) was approved for release by the Board of Directors of the Company or an authorized representative of the Company. Â Â (e)The obligations of the Signatory under this Section 1 are without prejudice, and are in addition, to any other obligations or duties of confidentiality, whether express or implied or imposed by applicable law, that are owed to the Company or any other person to whom the Company owes an obligation of confidentiality, provided the obligation to such other person is known to the signatory. (f)The Signatory understands that nothing contained in this Agreement limits the Signatoryâ€™s ability to communicate with any federal, state or local governmental agency or commission, including to provide documents or other information, without notice to the Company. The Signatory understands that pursuant to the federal Defend Trade Secrets Act of 2016, the Signatory shall not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that (a) is made (i) in confidence to a federal, state, or local government official, either directly or indirectly, or to an attorney; and (ii) solely for the purpose of reporting or investigating a suspected violation of law; or (b) is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal. In addition, if the Signatory files a lawsuit for retaliation by the Company for reporting a suspected violation of law, the Signatory may disclose the trade secret to the Signatoryâ€™s attorney and use the trade secret information in the court proceeding, if the Signatory (A) files any document containing the trade secret under seal; and (B) does not disclose the trade secret, except pursuant to court order. 2.Publication. The Signatory hereby understands that the Company has a compelling business interest in preventing the publication (orally or in writing) of any manuscript, document or information containing Confidential Information, Third Party Confidential Information and/or a description of any unpatented Assigned Invention (as defined in Section 5(a) hereof) and, accordingly, the Signatory hereby agrees to submit to the Company, at least ninety (90) days prior to publication, any manuscript, document or information that the Signatory intends to publish (orally or in writing) and that contains technical or scientific information or information about the Company or its business, in each case for purposes of ascertaining whether such manuscript, document or information contains Confidential Information, Third Party Confidential Information and/or any description of any Assigned Invention (whether or not patented). Notwithstanding the foregoing the signatory shall not submit, and shall not be required to submit, any portion of any such manuscript, document, or information if and to the extent that such portion contains any confidential information of third parties that the signatory does not have a legal right to disclose to the Company. In the event that the Company determines that any such manuscript, document or information contains Confidential Information, Third Party Confidential Information and/or any description of any Assigned Invention (whether or not patented), then, to the extent requested by the Company, the Signatory shall delete from any such manuscript, document or information any and all references to such Confidential Information, Third Party Confidential Information and/or description of such Assigned Invention, and all references thereto. The Signatory shall, no later than thirty (30) days prior to such publication, resubmit to the Company a revised draft of any such manuscript, document or information reflecting the deletion such Confidential Information, Third Party Confidential Information and/or description of such Assigned Invention, and all references thereto. Unless and until the Company shall have given its written consent to any proposed publication (orally or in writing) by the Signatory of any manuscript, document or information, the Signatory shall not publish (orally or in writing) all or any portion of such manuscript, document or information. Nothing contained in this Section 2 shall be construed or deemed to limit, change, amend, alter, repeal or invalidate any of the Signatory's obligations under Section 1 of this Agreement. Â Â 3.No Improper Disclosure or Use of Materials. The Signatory shall not improperly use or disclose to or for the Company's benefit any confidential information or trade secrets of (i) any former, present or future employer of the Signatory, (ii) any person to whom the Signatory has previously provided, currently provides or may in the future provide consulting or other services or (iii) any other person to whom the Signatory owes an obligation of confidentiality. The Signatory shall not bring onto the premises of the Company any unpublished documents or any property belonging to any person referred to in any of the foregoing clauses (i), (ii) or (iii) unless consented to, in writing, by such person and by the Company. 4.Right to Inspect. The Signatory agrees that any of the Signatory's property situated on the Company's premises, including devices and other storage media, filing cabinets or other work areas, is subject to inspection by Company personnel at any time with or without notice. 5.Inventions; Assignment. (a)For purposes of this Agreement, the term â€œInventionsâ€ shall mean all inventions, improvements, developments, ideas, processes, prototypes, plans, drawings, designs, models, formulations, specifications, methods, techniques, shop-practices, discoveries, innovations, creations, technologies, formulas, algorithms, data, computer databases, reports, laboratory notebooks, papers, writings, photographs, source and object codes, software programs, other works of authorship, and know-how (including all records pertaining to any of the foregoing), whether or not reduced to writing and whether or not patented or patentable or registered or registrable under patent, copyright, trademark or similar statute. For purposes of this Agreement, the term "Assigned Inventions" shall mean (i) any and all Inventions that relate to a Competitive Business (as defined below) that are made, conceived, invented, discovered, originated, authored, created, learned or reduced to practice by the Signatory, either alone or together with others, in the course of performing the Signatory's duties and responsibilities to the Company or in the course of otherwise rendering any services to the Company during the Term (regardless of whether or not such Inventions were made, conceived, invented, discovered, originated, authored, created, learned or reduced to practice by the Signatory at the Company's facilities or during regular business hours or utilizing resources of the Company) or (ii) any and all Inventions that relate to a Competitive Business that arise out of or are based upon any

Confidential Information or Third Party Confidential Information. For purposes of this Agreement, the term "Proprietary Rights" shall mean (x) any and all rights under or in connection with any patents, patent applications, copyrights, copyright applications, trademarks, trademark applications, service marks, service mark applications, trade names, trade name applications, mask works, trade secrets and/or other intellectual property rights with respect to Assigned Inventions and (y) the goodwill associated with any and all of the rights referred to in the foregoing clause (x). (b)The Signatory hereby agrees to hold any and all Assigned Inventions and Proprietary Rights in trust for the sole right and benefit of the Company, and the Signatory hereby assigns to the Company all of the Signatory's right, title and interest in and to any and all Assigned Inventions and Proprietary Rights. The Signatory agrees to give the Company prompt written notice of any Assigned Invention or Proprietary Right and agrees to execute such instruments of transfer, assignment, conveyance or confirmation and such other documents as the Company may request to evidence, confirm or perfect the assignment of all of the Signatory's right, title and interest in and to any Assigned Invention or Proprietary Right pursuant to the foregoing provisions of this Section 5(b). The Signatory hereby waives and quitclaims to the Company any and all claims of any nature whatsoever that the Signatory may Â Â now or hereafter have for infringement of any Proprietary Rights assigned hereunder to the Company. (c)The Signatory hereby acknowledges and agrees that those Assigned Inventions that are original works of authorship protectable by copyright are "works made for hire," as that term is defined in the United States Copyright Act. (d)At the request of the Company, the Signatory will assist the Company in every proper way (including, without limitation, by executing patent applications) to obtain and enforce in any country in the world Proprietary Rights relating to any or all Assigned Inventions. The Signatory's obligation under this Section 5(d) shall continue after the termination of the Signatory's association with the Company as an employee, consultant, officer or director. If and to the extent that, at any time after the termination of the Signatory's association with the Company as an employee, consultant, officer and/or director, the Company requests assistance from the Signatory with respect to obtaining and enforcing in any country in the world any Proprietary Rights relating to Assigned Inventions, the Company shall compensate the Signatory at a reasonable rate for the time actually spent by the Signatory on such assistance. (e)By this Agreement, the Signatory hereby irrevocably constitutes and appoints the Company as his, her or its attorney-in-fact for the purpose of executing, in the Signatory's name and on his, her or its behalf, (i) such instruments or other documents as may be necessary to evidence, confirm or perfect any assignment pursuant to the provisions of this Section 5 or (ii) such applications, certificates, instruments or documents as may be necessary to obtain or enforce any Proprietary Rights in any country of the world. This power of attorney is coupled with an interest on the part of the Company and is irrevocable. (f)Without the prior written consent of the Company, the Signatory shall not, at any time (including, without limitation, at any time after the termination of the Signatory's association with the Company as an employee, consultant, officer and/or director), file, cause to be filed or consent to the filing of any patent, trademark, service mark, trade name or copyright application with respect to, or claiming, any Assigned Inventions or Proprietary Rights. (g)The obligations of the Signatory under this Section 5 are without prejudice, and are in addition to, any other obligations or duties of the Signatory, whether express or implied or imposed by applicable law, to assign to the Company all Assigned Inventions and all Proprietary Rights. 6.Agreement Not to Compete. (a)If the Signatory is an employee of the Company, he or she hereby agrees that, during the period commencing on the date of this Agreement and ending on the effective date of the termination of the Signatory's employment with the Company, the Signatory shall not engage, during business hours, in any employment or business activity other than for the Company. (b)In view of the unique nature of the business of the Company and the need of the Company to maintain its competitive advantage in the industry, and in order to protect the Companyâ€™s Proprietary Information, trade secrets, good will, and other legitimate business interests, the Signatory hereby agrees that, during the Restricted Period (as defined in Section Â Â 6(c) below), the Signatory shall not, directly or indirectly, within the United States of America or within any other country in the world, engage in, own an interest in (except as a holder of no more than five percent (5%) of the shares of any publicly traded corporation), be employed by, consult for, act as an advisor to, or otherwise in any way participate in or become associated with, any Competitive Business (as defined in Section 6(c) below) or any corporation, partnership, limited liability company, business, enterprise, venture or other person or entity that is engaged or participates in any Competitive Business (each, a "Competitive Business Entity"), unless in each case the Signatory shall have given notice to the Board of Directors of the Company of his, her or its intention to be employed by, consult for, act as an advisor to, or otherwise in any way participate in or become associated with, any Competitive Business or any Competitive Business Entity and the Board of Directors of the Company shall have approved the Signatory's relationship with or engagement in such Competitive Business or Competitive Business Entity. (c)For purposes of this Section 6, the following terms shall have the meanings provided therefor below: "Competitive Business" shall mean any business that offers a website that allows visitors to do any of the following: (1) research automobiles or automotive products or services, (2) obtain or provide reviews of automobiles, automobile dealers or automotive products or services, or (3) search for or purchase automobiles or automotive products or services. "Restricted Period" shall mean the period commencing on the date of this Agreement and ending on the first anniversary of the effective date of the termination of the Signatory's association with the Company as an employee, consultant, officer or director; provided, however, that if the Signatory breaches his or her fiduciary duty to the Company and/or unlawfully takes, physically or electronically, property belonging to the Company, then the Restricted Period shall end on the second anniversary of such termination date. (d)The time periods provided for in this Section 6 shall be extended for a period of time equal to any period of time in which the Signatory shall be in violation of any provision of this Section 6 and any period of time required for litigation to enforce the provisions of this Section 6. If at any time the provisions of this Section 6 shall be determined to be invalid or unenforceable, by reason of being vague or unreasonable as to area, duration or scope of activity, this Section 6 shall be considered divisible and shall become and be automatically amended to apply only to such area, duration and scope of activity as shall be determined to be reasonable by the court or other body having jurisdiction over the matter; and the Signatory agrees that this Section 6, as so amended, shall be valid and binding as though any invalid or unenforceable provision had not been included herein. (e)Notwithstanding the foregoing, the Signatory may, after termination of his or her employment with the Company and during the Restricted Period, be employed by a public company with annual sales in excess of $500 million dollars, provided he or she does not work for any division that meets the definition of a Competitive Business, and does not otherwise engage or participate on behalf of such company in any activities in connection with or related to a Competitive Business. The Signatory acknowledges that should he or she be so employed by a Competitive Business Entity, the burden of proving he or she is not employed by any division that meets the definition of a Competitive Business, nor engaged or participating in Competitive Businesses, shall be on the Signatory. Â Â (f)In consideration for the Signatoryâ€™s agreement to the non-competition covenant set forth in this Section 6, the Company shall provide him or her with an equity grant that will be awarded as described in the Companyâ€™s offer letter to the Signatory and in accordance with and subject to the terms and conditions of the Companyâ€™s equity plan and is subject to the approval by the Companyâ€™s Board of the Directors or its designee. If the Signatory is terminated by the Company for Cause (as defined below) or if the Signatory resigns, and at the time of such separation of employment none of the equity granted to him or her at the commencement of employment has vested (in whole or part), then unless the Company elects to waive the post-employment non-competition obligations, the Company shall pay to the Signatory the gross sum of Five Thousand Dollars ($5,000), such amount to be paid within thirty (30) days of his or her last date of employment, in consideration for the Signatoryâ€™s agreement in this Section 6. The Signatory acknowledges and agrees that the equity grant and/or payment reflected in this Section 6(f) is mutually agreed upon consideration for the non-competition covenant set forth in this Section 6, and is in lieu of any and all other consideration for the non- competition agreement including, without limitation, any right to â€œgarden leaveâ€ payment under Massachusetts law. (g)The covenants set forth in Section 6(b) shall not apply in the event that the Signatoryâ€™s employment is terminated without â€œCause,â€ which for purposes of this Section 6 is defined as (1) a reasonable basis for the Companyâ€™s dissatisfaction with the Signatory entertained in good faith, for reasons such as lack of capacity or diligence, failure to conform to usual standards of conduct, or other culpable or inappropriate behavior, (2) grounds for discharge of the Signatory reasonably related, in the Companyâ€™s judgment, to the needs of its business, (3) breach of any covenant or obligation set forth in this or any other agreement between the Signatory and the Company during the Signatoryâ€™s employment, and (4) layoff other than one that is unrelated to the Signatoryâ€™s performance or conduct. The Companyâ€™s determination as to whether Cause for termination exists shall be final and binding absent clear and convincing evidence that the Company acted arbitrarily and capriciously. (h)The post-employment non-competition obligations of Section 6(b) shall not apply if, at the time of the Signatoryâ€™s separation from employment, he or she (i) is classified as nonexempt under the federal Fair Labor Standards Act, (ii) is an undergraduate or graduate student in an internship, coop, or other short-term employment relationship with the Company, or (iii) is age 18 or under. 7.Agreement Not To Solicit. (a)During the Restricted Period, the Signatory shall not, directly or indirectly, for Signatory or for the benefit of any other person or entity, recruit, hire or solicit the employment or services of (whether as an employee, officer, director, agent, consultant or independent contractor) any existing or future employee, officer, director, agent, consultant or independent contractor of the Company or any of the Company's successors or affiliates (except for such employment or hiring by the Company or any of its successors or affiliates), including during the six months following the termination of the employment of such employees, or encourage or aid such employees, officers, directors, agents, consultants or independent contractors to terminate their employment with the Company or any of the Company's successors or affiliates; provided, however that a general solicitation of the public for employment shall not constitute a solicitation hereunder so long as such general solicitation is not designed to target, or does not have the effect of targeting, any employee, officer, director, agent, consultant or independent contractor of the Company any of the Company's successors or affiliates. Â Â (b)During the Restricted Period, the Signatory shall not, directly or indirectly, for Signatory or for the benefit of any other person or entity, solicit, attempt to do business involving or related to a Competitive Business with, do business involving or related to a Competitive Business with any customers, business partners or business affiliates of the Company, or any of the Company's current or future successors or those affiliates of the Company that are engaged in a Competitive Business (collectively, the "Company Parties"), or solicit or encourage (regardless of who initiates the contact) any such customers to use the services involving or related to a Competitive Business of any competitor of any of the Company Parties; provided, however, that, subject to the other provisions of this Agreement, the Signatory shall not be prohibited from doing business with any customers, business partners, or business affiliates of the Company Parties if: (i) such business activity by Signatory does not result, directly or indirectly, in the lessening or cessation of the level of business activity between such customers, business partners or business affiliates on the one hand, and any of the Company Parties, on the other hand, and (ii) such business activity by Signatory is not in connection with a Competitive Business. 8.Return of Documents. The Signatory will promptly deliver to the Company, upon the termination of the Signatory's association with the Company as an employee, consultant, officer and/or director or, if earlier, upon the request of the Company, all documents and other tangible media (including all originals, copies, reproductions, digests, abstracts, summaries, analyses, notes, notebooks, drawings, manuals, memoranda, records, reports, plans, specifications, devices, formulas, storage media, including software, and computer printouts) in the Signatory's actual or constructive possession or control that contain, reflect, disclose or relate to any Confidential Information, Third Party Confidential Information, Assigned Inventions or Proprietary Rights. The Signatory will destroy any related computer entries on equipment or media not owned by the Company. 9.No Use of Name, Etc. Without the prior written consent of the Company, the Signatory shall not, at any time (including, without limitation, at any time after the termination of the Signatory's association with the Company as an employee, consultant, officer and/or director), use, for himself or herself or on behalf of any other person, any name that is identical or similar to or likely to be confused with the name of the Company or the name of any product or service produced or provided by the Company. Without the prior written consent of the Company, the Signatory shall not, at any time after the termination of the Signatory's association with the Company as an employee, consultant, officer and/or director, directly or indirectly represent himself or herself, whether on his, her or its behalf or on behalf of any other person, as then being in any way connected or associated with the Company. 10.Disclosure of Prior Obligations. The Signatory represents that the Signatory has disclosed and provided copies of any and all agreements that could limit his or her ability to perform fully all of the terms of this Agreement and of all of the Signatory's duties and responsibilities as an employee, consultant, officer and/or director of the Company, including, without limitation, any confidentiality, inventions, non-competition and/or non-solicitation agreement. The Signatory further represents that he or she has not made and will not make any agreements in conflict with this Agreement. The Signatory represents that the Signatory will not disclose to the Company or induce the Company to use any confidential or proprietary information or material belonging to any previous employer or third party. 11.Unique Nature of Agreement; Specific Enforcement. The Company and the Signatory agree and acknowledge that the rights and obligations set forth in this Agreement are of a unique and special nature and that the Company is, therefore, without an adequate Â Â legal remedy in the event of the Signatory's violation of any of the covenants set forth in this Agreement. The Company and the Signatory agree, therefore, that, in addition to all other rights and remedies, at law or in equity or otherwise, that may be available to the Company, each of the covenants made by the Signatory under this Agreement (including, without limitation, the covenants made by the Signatory pursuant to Section 6 hereof) shall be enforceable by injunction, specific performance or other equitable relief, without any requirement that the Company have to post a bond or that the Company have to prove any damages. The Signatory hereby agrees, in connection with any action or proceeding to enforce any provisions of this Agreement, to waive any claim or defense that the Company has an adequate remedy at law. 12.Signatory Acknowledgement. The Signatory acknowledges and agrees that he/she has been given sufficient time of at least ten business days before commencement of employment in which to consider whether to sign this Agreement. The Signatory also acknowledges and understands that he/she has the right to consult with an attorney before signing this Agreement. Regardless of whether the Signatory has elected to consult an attorney, the Signatory acknowledges that he/she has read and understands this Agreement, that the Signatory is fully aware of its legal effect, and the Signatory has entered into this Agreement freely and voluntarily and not based upon any representations or promises other than those contained in this Agreement. 13.Miscellaneous. 13.1.Association. The Signatory agrees and understands that nothing in this Agreement shall confer on the Signatory any right with respect to continuation of the Signatory's association with the Company as an employee, consultant, officer and/or director, nor shall it interfere in any way with the Signatory's right or the Company's right to terminate the Signatory's association with the Company as an employee, consultant, officer and/or director at any time, with or without cause. 13.2.Entire Agreement. This Agreement represents the entire agreement of the parties with respect to the arrangements contemplated hereby. No prior agreement, whether written or oral, shall be construed to change, amend, alter, repeal or invalidate this Agreement. This Agreement may be amended only by a written instrument executed in one or more counterparts by the parties. 13.3.Waiver. No consent to or waiver of any breach or default in the performance of any obligations hereunder shall be deemed or construed to be a consent to or waiver of any other breach or default in the performance of any of the same or any other obligations hereunder. Failure on the part of either party to complain of any act or failure to act of the other party or to declare the other party in default, irrespective of the duration of such failure, shall not constitute a waiver of rights hereunder and no waiver hereunder shall be effective unless it is in writing, executed by the party waiving the breach or default hereunder. 13.4.Assignment. This Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns. This Agreement may be assigned by the Company to any Affiliate of the Company and to a successor of its business to which this Agreement relates (whether by purchase or otherwise). "Affiliate of the Company" means any person which, directly or indirectly, controls or is controlled by or is under common control with the Company and, for the purposes of this Â Â definition, "control" (including the terms "controlled by" and "under common control with") shall mean the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of another whether through the ownership of voting securities or holding of office in another, by contract or otherwise. The Signatory may not assign or transfer any or all of his, her or its rights or obligations under this Agreement. 13.5.Jurisdiction and Venue; Waiver of Jury Trial. In case of any dispute hereunder involving a Massachusetts-based Signatory in accordance with Section 13.7 below, the parties will submit to the exclusive jurisdiction and venue of any court of competent jurisdiction sitting in Suffolk County, Massachusetts, and the parties will comply with all requirements necessary to give such court jurisdiction over the parties and the controversy, and the parties further mutually agree that if any such dispute is brought in the Superior Court of the Commonwealth of Massachusetts, it shall be commenced solely in the Business Litigation Session located in Suffolk County, Massachusetts. With respect to any action, demand, claim or counterclaim relating to any dispute concerning a non-Massachusetts based Signatory in accordance with Section 13.7 below, the parties mutually agree that the same shall be resolved in a state or federal court located in Delaware or in the state where the Signatory resides or has a principal place of business, or at the Companyâ€™s election in Massachusetts, and the parties will comply with all requirements necessary to give such court jurisdiction over the parties and the controversy. EACH PARTY WAIVES ANY RIGHT TO A JURY TRIAL. 13.6.Severability. All headings and subdivisions of this Agreement are for reference only and shall not affect its interpretation. In the event that any provision of this Agreement should be held unenforceable by a court of competent jurisdiction, such court is hereby authorized to amend such provision so as to be enforceable to the fullest extent permitted by law, and all remaining provisions shall continue in full force without being impaired or invalidated in any way. 13.7.Governing Law. If the Signatory performs his or her duties for the Company at the Companyâ€™s business locations in

Massachusetts, then this Agreement shall be governed by and construed in accordance with the laws of the Commonwealth of Massachusetts, excluding choice of law rules thereof. If the Signatory resides out of the Commonwealth of Massachusetts, and regularly performs his or her duties for the Company outside of Massachusetts, then this Agreement shall be governed by and construed in accordance with the laws of State of Delaware (excluding choice of law rules), where the Company is incorporated. 13.8Disclosure. The Signatory shall disclose the existence and terms of this Agreement to any employer or other person that the Signatory may work for or be engaged by during the Term and thereafter. The Signatory agrees that the Company may, after notification to the Signatory, provide a copy of this Agreement to any business or enterprise (i) which the Signatory may directly or indirectly own, manage, operate, finance, join, control or participate in the ownership, management, operation, financing, or control of, or (ii) with which the Signatory may be connected with as an officer, director, employee, partner, principal, agent, representative, consultant or otherwise, or in connection with which the Signatory may use or permit the Signatory's name to be used. The Signatory will provide the names and addresses of any of such persons or entities as the Company may from time to time reasonably request. 13.9Notices. Any notice, demand, request or other communication Â Â hereunder to any party shall be deemed to be sufficient if contained in a written instrument delivered in person or duly sent by first class registered, certified or overnight mail, postage prepaid, or telecopied with a confirmation copy by regular, certified or overnight mail, postage prepaid, or sent by electronic mail with a confirmation copy by regular, certified or overnight mail, postage prepaid, to such party at the address, telecopier number or email address, as the case may be, set forth below or such other address, telecopier number, or email address, as the case may be, as may hereafter be designated in writing by the addressee to the addressor listing all parties: (i) if to the Company, to: CarGurus, Inc. Two Canal Park Cambridge, MA 02141 Attention: Chief People Officer Email: [email address] with a copy to: CarGurus, Inc. Two Canal Park Cambridge, MA 02141 Attention: General Counsel Email: [email address] if to the Signatory, to: [address] [address] Phone: [phone number] Email: [email address] All such notices, requests and other communications shall be deemed to have been received: (i) in the case of personal delivery, on the date of such delivery; (ii) in the case of registered or certified mail, upon receipt or on the date of rejection of receipt (iii) in the case of facsimile transmission, when confirmed by facsimile machine report, and (iv) in the case of electronic mail, upon receipt of an electronic message confirming delivery. THE SIGNATORY HAS READ THIS AGREEMENT CAREFULLY AND UNDERSTANDS ITS TERMS. Â Â Â IN WITNESS WHEREOF, the parties hereto, intending to be legally bound, have executed and delivered this Agreement as an instrument under seal as of the date first above written. Â CARGURUS, INC. Â By: Â /s/ Sam Zales Name: Sam Zales Title: President and Chief Operating Officer Â Â Â /s/ Zachary Hallowell Print Name of Signatory: Zachary Hallowell Â EX-10.2 3 carg-ex10_2.htm EX-10.2 EX-10.2 Exhibit 10.2 Parcel 12 Boston, MA Â CarGurus Tenant Change Order #18 Â Â Date: 3/29/2024 Â CarGurus, Inc. 2 Canal Park Cambridge, MA 02141 Â Mr. John Hart: RE: Change Order - Lease by and between Cargurus, Inc. ("CarGurus") and P-12 Property LLC ("Landlord"), dated December 19, 2019, as amended (the â€œLeaseâ€) Pursuant to the Lease, CarGurus has requested modifications to the Base Building Plans and Specifications to accomodate Tenant's design of Tenant's Work, which request requires this change order to such plans and specifications. The work to be performed as a result of this change order is summarized as follows and described in more detail on Exhibit A attached hereto: Â Item Description Amount Â 1 Landlord Credit for GWB enclosures. GWB at column enclosures at Base Buidling risers provided by Tenant as part of Tenants Interior fit-out per Lease Exhibit B. ($50,620.00) Â ÂÂ Â Â ÂÂ Â Â ÂÂ Â Â ÂÂ Â Â ÂÂ Â Â ÂÂ Â Â ÂÂ Â OK MC Â TOTAL CO#18 ($50,620.00) Â CarGurus acknowledges and agrees that (a) this change order constitutes a Tenant Change Order subject to and in accordance with the terms of the Lease; and (b) (i) it will pay to Landlord, as Additional Rent under the Lease, the actual amount of the increased costs and expenses resulting from this Tenant Change Order, and (ii) any and all delays resulting from the work contemplated by or resulting from this Tenant Change Order shall constitute a Tenant Delay under the Lease. Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Lease. Please countersign this change order in the space below to confirm your agreement. Sincerely, P-12 Property LLC Â Acknowledged and Agreed to by: CarGurus, Inc. Â x /s/ Brandon Morrill Signtature Â Â Brandon Morrill 4/12/2024 Â Â Â Â 1001 Boylston-Office Core/Shell Scope LOI "Exhibit B"- Revised 11-7-19 Scope Item Floor Common Area Base building mechanical/electric/tel-data rooms - flooring, wall base, painted GBW Taped and sanded GWB at Tenant side of core and mechanical rooms Type X GWB at interior face of exterior walls GW8 at column enclosures Base building doors frames,doors, and hardware Shaft enclosures for Tenant provided systems within building core Partitions, ceilings, floorings, painting, finishes, doors, millwork, and all build-out within Tenant area Base building toilet rooms - Tile or polished concrete floors, partial tile coverage on walls, finished ceiling, ADA bathroom accessories, fixtures, hand dryers, and toilet partitions {with privacy panels) Tenant kitchens, and Tenant fit-out toilet rooms including plumbing Mechanical/electric/tel-data rooms for individual Tenant systems Horizontal window blinds and/or window treatments {See LL standard shade, color,and mounting detail) Exit stairs - Finishes include painted stringer, risers, and railings, seated concrete floor and treads, vinyl base at landings, painted GWB walls {except at concrete core), no ceilings Furnish and install of a larger, dressed up stair to act as a communication stair Vestibule at freight elevator/mechanical spaces including electrified door lock to receive card reader ELEVATORS Garage passenger elevator serving garage levels Office tower passenger elevators Building common fire extinguishers Tenant fire extinguishers Tenant equipment Patio heat to extend season usage Snow/ice melting decking on patio Patio-Exterior lighting, pavers, convenience power outlets PLUMBING Underground utility piping (water, waste, gas) to main ser11ice points and base building equipment Domestic water to base building fixtures HW generation for base building toilet rooms 2' domestic cold water stubbed into Tenant area and capped for Tenant use Domestic water distribution within Tenant premi5es Waste and vent service for base building areas Responsibility Tenant X X X X X X X X X X X Landlord X X X X X X X X X X X X X X X X X As Existing Comments GWB by landlord at all column locations that BB infrastructure occurs {i.e.: rain leaders).-landlord to credit cast for gwb walls at columns with B8 infrastructure. Tenant to provide as part of Tenant Interiors work. Meet 100 SF per person Landlord to provide paint and flooring at one (1) exit stair at tenant floors to act as a communicating stair. Heat Lamps to be provided where feasible. South Terrace to be reviewed for alternative methods. No Â Exhibit 2.1-1, Page 2 Â Parcel 12 Boston, MA Â CarGurus Tenant Change Order #19 Â Â Date: 3/29/2024 Â CarGurus, Inc. 2 Canal Park Cambridge, MA 02141 Mr. John Hart: RE: Change Order - Lease by and between Cargurus, Inc. ("CarGurus") and P-12 Property LLC ("Landlord"), dated December 19, 2019, as amended (the â€œLeaseâ€) Pursuant to the Lease, CarGurus has requested modifications to the Base Building Plans and Specifications to accomodate Tenant's design of Tenant's Work, which request requires this change order to such plans and specifications. The work to be performed as a result of this change order is summarized as follows and described in more detail on Exhibit A attached hereto: Â Item Description Amount Â 1 Landlord Credit for Upper Floor Elevator Lobby finishes. Finishes provided by Tenant as part of Tenants Interior fit-out per Lease Exhibit B (10 floors @ $21,000/floor) ($210,000.00) Â ÂÂ Â Â ÂÂ Â Â ÂÂ Â Â ÂÂ Â Â ÂÂ Â Â ÂÂ Â Â ÂÂ Â OK MC Â TOTAL CO#19 ($210,000.00) Â CarGurus acknowledges and agrees that (a) this change order constitutes a Tenant Change Order subject to and in accordance with the terms of the Lease; and (b) (i) it will pay to Landlord, as Additional Rent under the Lease, the actual amount of the increased costs and expenses resulting from this Tenant Change Order, and (ii) any and all delays resulting from the work contemplated by or resulting from this Tenant Change Order shall constitute a Tenant Delay under the Lease. Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Lease. Please countersign this change order in the space below to confirm your agreement. Sincerely, P-12 Property LLC Â Acknowledged and Agreed to by: CarGurus, Inc. Â x /s/ Brandon Morrill Signtature Â Â Brandon Morrill 4/12/2024 Â Â Â EXHIBIT 2.1-1 LANDLORD/TENANT RESPONSIBILITY MATRIX Â Â 1001 BoylstonÂ· Office Core/Shell Scope LOI "Exhibit B" - Revised 11-7â€¢19 Scope Item Responsibility Tenant Landlord AS existing Comments SITEWORK Utilities Pavements sidewalks and roadways Landscaping STRUCTURE Floor to Floor Height: 13'-6" typical on office floors fireproofing Design floor live load: 100 psf Tenant to reinforce floor locally if specialty program exceeds 100 PSF Framed openings for additional Tenant shafts not part of base building Provide client specified openings for communicating stair MISCELLANEOUS METALS Misc.metals for base building elements (canopies, elevators, railings, etc.) specialty misc. metals/structural work for tenant rooftop equipment misc. metals/structural steel for base building rooftop equipment concrete pads and structural modifications related to tenant fit-out egress stairs with concrete filled pan. painted steel guardrails and handrails. steel frame and glass at exterior balconies and amenity deck as shown on the contract documents BUILDING ENVELOPE Exterior walls aluminum and glass curtain wall. aluminum and glass exterior doors of similar construction to exterior glazing system mechanical penthouse: aluminum panel system penthouse louvers as required specialty tenant equipment south side window treatment for significant sun penetration office tower roof adhered PVC or TPO membrane roofing system including insulation, transitions, parapets, and accessories walkway pads to base building roofing equipment and perimeter as shown on LL drawings pedestal pavers and roof protection pads at office roof as shown on ll drawings roof penetrations and walkway pads for tenant rooftop equipment office common area main lobby-finishes wall finishes ceiling finish upper floor finishes wall finishes ceiling finish lighting X X X X X X X X X X X X X X X X X X X X X X X X X X X X X X X X X X By tenant tenant involvement with finishes tenant involvement with finishes tenant involvement with finishes landlord to credit cost for standard C/S Tenant to provide finishes in elevator lobby. see above note see above note see above note Â Exhibit 2.1-1, Page 1 Â Parcel 12 Boston, MA Â CarGurus Tenant Change Order #20 Â Date: Â 3/29/2024 Â CarGurus, Inc. 2 Canal Park Cambridge, MA 02141 Â Mr. John Hart: Â RE: Change Order - Lease by and between Cargurus, Inc. ("CarGurus") and P-12 Property LLC ("Landlord"), dated December 19, 2019, as amended (the â€œLeaseâ€) Â Pursuant to the Lease, CarGurus has requested modifications to the Base Building Plans and Specifications to accomodate Tenant's design of Tenant's Work, which request requires this change order to such plans and specifications. The work to be performed as a result of this change order is summarized as follows and described in more detail on Exhibit A attached hereto: Â Â Item Description Amount Â 1 Landlord Credit for Egress Stair Finish upgrades. Upgraded stair finishes agreed to be provided by Tenant as part of Tenants Interior fit-out after lease execution. Â Â Â Vinyl Flooring - Pavilion flooring credit ($37,400.00) Â Â Paint at Accent Wall - Estimate ($18,200.00) Â ÂÂ Â Â ÂÂ Â Â ÂÂ Â Â ÂÂ Â Â ÂÂ Â Â ÂÂ Â OK MC Â TOTAL CO#20 ($55,600.00) Â CarGurus acknowledges and agrees that (a) this change order constitutes a Tenant Change Order subject to and in accordance with the terms of the Lease; and (b) (i) it will pay to Landlord, as Additional Rent under the Lease, the actual amount of the increased costs and expenses resulting from this Tenant Change Order, and (ii) any and all delays resulting from the work contemplated by or resulting from this Tenant Change Order shall constitute a Tenant Delay under the Lease. Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Lease. Please countersign this change order in the space below to confirm your agreement. Â Â Sincerely, Â Â P-12 Property LLC Â Acknowledged and Agreed to by: CarGurus, Inc. Â Â x /s/ Brandon Morrill Signtature Â Brandon Morrill 4/12/2024 Â Â Â Â Â 1001 Boylston â€“ Office Core/Shell Scope LOI â€œExhibit Bâ€ â€“ Revised 11-7-19 Scope Item Responsibility Tenant Landlord As Existing Comments Floor Common Area Base building mechanical/electric/tel-data rooms â€“ flooring, wall base, painted GBW walls Taped and sanded GWB at Tenant side of core and mechanical rooms Type X GWB at interior face of exterior walls GWB at column enclosures X X X X GWB by landlord at all column locations that BB infrastructure occurs (i.e.: rain leaders). â€“ Landlord to credit cost for gwb walls at columns with BB infrastructure. Tenant to provide as part of Tenant Interiors work. Base building door frames, doors, and hardware Shaft enclosures for Tenant provided systems withing building core X X X Partitions, ceilings, floorings, painting, fishers, doors, millwork, and all build-out withing Tenant area Base building toilet rooms â€“ Title or polished concrete floors, partial tile coverage on walls, finished ceiling, ADA bathroom accessories, fixtures,, hand dryers, and toilet partitions (with privacy panels) X X X X X X X X X Meet 100 SF per person Tenant kitchens, and Tenant fit-out toilet rooms including plumbing Mechanical/electric/tel-data rooms for individual Tenant systems Horizontal window blinds and/or window treatments (See LL standard shade, color, and mounting detail) Exit stairs â€“ finishes include painted stringer, risers, and railings, sealed concrete floor and treads, vinyl base at landings, painted GWB walls (except at concrete core), no ceilings X Furnish and install of a larger, dressed up stair to act as a communication stair X Landlord to provide paint and flooring at one (1) exit stair at tenant floors to act as a communicating stair. Vestibule at freight elevator/mechanical spaces including electrified door lock to receive cared reader ELEVATORS Garage passenger elevator serving garage levels Office tower passenger elevators Building common fire extinguishers Tenant fire extinguishers Tenant equipment Patio heat to extend season usage X X X X X X Heat Lamps to be provided where feasible. South Terrace to be reviewed for alternative methods. Snow/ice melting decking on patio X X No Patio â€“ Exterior lighting, pavers, convenience power outlets PLUMBING Underground utility piping (water, waste, gas) to main service points and base building equipment Domestic water to base building fixtures HW generation for base building toilet rooms 2â€ domestic cold water stubbed into Tenant area and capped for Tenant use Domestic water distribution within Tenant premises Waste and vent service for base building areas Â Exhibit 2.1-1, Page 2 Â Parcel 12 Boston, MA Â CarGurus Tenant Change Order #21 Â Â Date: 3/29/2024 Â CarGurus, Inc. 2 Canal Park Cambridge, MA 02141 Â Mr. John Hart: Â RE: Change Order - Lease by and between Cargurus, Inc. ("CarGurus") and P-12 Property LLC ("Landlord"), dated December 19, 2019, as amended (the â€œLeaseâ€) Â Â Pursuant to the Lease, CarGurus has requested modifications to the Base Building Plans and Specifications to accomodate Tenant's design of Tenant's Work, which request requires this change order to such plans and specifications. The work to be performed as a result of this change order is summarized as follows and described in more detail on Exhibit A attached hereto: Â Â Item Description Amount Â 1 Landlord Credit for South side window treatment. Window treatment at south elevation agreed to be provided by Tenant as part of Tenants Interior fit-out after lease execution. Â Â Â Window treatment - estimate ($84,750.00) Â Â Â Â ÂÂ Â Â ÂÂ Â Â ÂÂ Â Â ÂÂ Â Â ÂÂ Â OK MC Â TOTAL CO#21 ($84,750.00) Â CarGurus acknowledges and agrees that (a) this change order constitutes a Tenant Change Order subject to and in accordance with the terms of the Lease; and (b) (i) it will pay to Landlord, as Additional Rent under the Lease, the actual amount of the increased costs and expenses resulting from this Tenant Change Order, and (ii) any and all delays resulting from the work contemplated by or resulting from this Tenant Change Order shall constitute a Tenant Delay under the Lease. Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Lease. Please countersign this change order in the space below to confirm your agreement. Â Â Sincerely, Â Â P-12 Property LLC Â Acknowledged and Agreed to by: CarGurus, Inc. Â Â x /s/ Brandon Morrill Signtature Â ÂÂ Brandon Morrill 4/12/2024 Â Â Â EXHIBIT 2.1-1 LANDLORD/TENANT RESPONSIBILITY MATRIX Â Â Â 1001 Boyiston Office Core/Shell Scope LOI "Exhibit B" Revised 11-7-19 Scope Item Responsibility Tenant Landlord As Comments Existing SITEWORK Utilities x Pavements sidewalks and roadways x Landscaping x STRUCTURE Floor to Floor Height 13-6" typical on office floors x Fireproofing x Design floor live load 100 psf .xTenant to reinforce floor locally if specialty program exceeds 100 PSF x Framed openings for additional Tenant shafts not part of base building x Provide client specified openings for communicating stair x By Tenant MISCELLANEOUS METALS Mise metals for base building elements (canopies elevators railings etc.) x Specialty misc metals/structural work for Tenant rooftop equipment x Misc metals/structural steel for base building rooftop equipment x Concrete pads and structural modifications related to Tenant fit out Egress stairs with concrete filled pan. Painted steel guardrais and handrais x Steel frame and glass at esterior belconies and amenity deck as shown on the contract documents x BUILDING ENVELOPE Exterior Walls Aluminum and glass curtain wall x Aluminum and glass exterior doors of similar construction to exterior glaring system x Mechanical penthouse aluminum panel system x Penthouse louvers as required for base building common equipment x Penthouse louvers as required for specialty Tenant equipment x South side window treatment for significant sun penetration x Office Tower Roof. Per parapets, and accessories Walkway pads to base building rooftop equipment and perimeter as shown on u x drawings Pedestal pavers and roof protection pads at office roof as shown on LL drawings x Roof penetrations and walkway pads for Tenant rooftop equipment OFFICE COMMON AREA Main Lobby Finishes Lobby floor finishes x Tenant involvement with finishes Wall finishes x Tenant involvement with finishes Ceiling finish x Tenant involvement with finishes Upper Floor Elevator Lobbies Lobby floor finishes x Landlord to credit cost for standard C/S finishes Tenant to provide finishes in elewator lobby. Wall finishes x see above note Ceiling finish x see above note Lighting x see above nobe Â Exhibit 2.1-1, Page 1 Â Â Â Â 1001 Boyiston Office Core/Shell Scope LOI "Exhibit B" - Revised 11-7-19 Scope Item Responsibility Tenant Landlord As Comments Existing Floor Common Area Base building mechanical/ellectric/tel-data rooms flooring wall base, painted GBW X walls Taped and sanded GWB at Tenant side of core and mechanical rooms X Type x GWB at interior face of exterior walls GWB at column enclosures GWB by landlord at all column location that 88 infrastructure occurs li.e.: rain leaders) Landlord to credit cost for gwlb walls at columns with BB infrastructure Tenant to provide as part of Tenant Interiors work Base building door frames, doors, and hardware x Shaft enclosures for Tenant provided systems within building core x Partitions. ceilings, floorings, painting. finishes, doors, millwork and all build-out x within Tenant area Base building toilet rooms Tile or polished concrete floors, partial tile coverage on x Meet 100 SF per person walls, finished ceiling, ADA bathroom accessories, fixtures hand dryers, and toilet partitions (with privacy panels) Tenant kitchens, and Tenant it-out toilet rooms including plumbing Horizontal window blinds and/or window treatments (See u standard shade color, and mounting detail) Exitystairs Finishes include painted strigger risers and railings spaled.congrete floor and treads vinyl base at landings, painted GWB walls (except at concrete care) no ceilings Furnish and install of a larger, dressed up stair to act as a communication stair x Landlord to provide paint and flooring at one (1) exit stair at tenant floors to act as . communicating stair. Vestibule at freight elevator/mechanical spaces including electrified door lack to x receive card reader ELEVATORS Garage passenger elevator serving garage levels x Office tower passenger elevators x Building common fire extinguishers x Tenant fire extinguishers x Tenant equipment Patio heat to extend season usage x Heat Lamps to be provided where feasible South Terrace to be reviewed for

alternative methods Snow/ice melting decking on patio x * Patio Exterior lighting pavers, convenience power outlets No PLUMBING Underground utility piping |water, waste, gas) to main service points and base x building equipment Domestic water to base building fixtures x HW generation for base building toilet rooms x 2" domestic cold water stubbed into Tenant area and capped for Tenant use x Domestic water distribution within Tenant premises Waste and vent service for base building areas x Â Exhibit 2.1-1, Page 2 Â Parcel 12 Boston, MA Â CarGurus Tenant Change Order #22 Â Â Date: 4/18/2024 Â CarGurus, Inc. 2 Canal Park Cambridge, MA 02141 Â Mr. Brandon Morrill: Â RE: Change Order - Lease by and between Cargurus, Inc. ("CarGurus") and P-12 Property LLC ("Landlord"), dated December 19, 2019, as amended (the â€œLeaseâ€) Â Â Pursuant to the Lease, CarGurus has requested modifications to the Base Building Plans and Specifications to accomodate Tenant's design of Tenant's Work, which request requires this change order to such plans and specifications. The work to be performed as a result of this change order is summarized as follows and described in more detail on Exhibit A attached hereto: Â Item Description Amount Â 1 Landlord Credit for Level 21 South terrace patio heater installation ($45,104) OK MC Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â TOTAL CO#22 ($45,104.00) Â CarGurus acknowledges and agrees that (a) this change order constitutes a Tenant Change Order subject to and in accordance with the terms of the Lease; and (b) (i) it will pay to Landlord, as Additional Rent under the Lease, the actual amount of the increased costs and expenses resulting from this Tenant Change Order, and (ii) any and all delays resulting from the work contemplated by or resulting from this Tenant Change Order shall constitute a Tenant Delay under the Lease. Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Lease. Please countersign this change order in the space below to confirm your agreement. Â Â Sincerely, Â Â P-12 Property LLC Â Acknowledged and Agreed to by: CarGurus, Inc. Â Â x /s/ Brandon Morrill Signtature Â Â Brandon Morrill 5/3/2024 Â Â Â Â 1001 Boylston - Office Core/Shell Scope LOI "Exhibit B" - Revised 11-7-19 Â Scope Item Responsibility Â Tenant Landlord AsExisting Comments Â Floor Common Area Â Base building mechanical/electric/tel-data rooms - flooring, wall base, painted GBW walls Â X Â Â Â Taped and sanded GWB at Tenant side of core and mechanical rooms Â X Â Â Â Type X GWB at interior face of exterior walls X Â Â Â Â GWB at column enclosures X Â Â GWB by landlord at all column locations that BB infrastructure occurs (i.e.: rain leaders).Â· Landlord to credit cost for gwb walls at columnswith 88 infrastructure. Tenant to provide as part of Tenant Interiors worlL Â Base building door frames, doors, and hardware Â X Â Â Â Shaft enclosures for Tenant provided systems within building core X Â Â Â Â Partitions, ceilings, floorings, painting, finishes, doors, millwork, and all build-outwithin Tenant area X Â Â Â Â Base building toilet rooms - Tile or polished concrete floors, partial tile coverage on walls, finished ceiling, ADA bathroom accessories, fixtures, hand dryers, and toilet partitions (with privacy panels) Â X Â Meet 100 SF per person Â Tenant kitchens, and Tenant fit-out toilet rooms including plumbing X Â Â Â Â Mechanical/electric/tel-data rooms for individual Tenant systems X Â Â Â Â Horizontal window blinds and/or window treatments (See LL standard shade, color, andmounting detail) X Â Â Â Â Exit stairs - Finishes include painted stringer, risers, and railings, sealed concrete floor and treads,vinyl base at landings, painted GWB walls (except at concrete core), no ceilings Â X Â Â Â Furnish and install of a larger, dressed up stair to act as a communication stair Â X Â Landlord to provide paint and flooring at one (1) exit stair at tenant floors to act as a communicating stair. Â Vestibule at freight elevator/mechanical spaces including electrified door lock toreceive card reader Â X Â Â Â ELEVATORS Â Garage passenger elevator serving garage levels Â X Â Â Â Office tower pas.senger elevators Â X Â Â Â Building common fire extinguishers Â X Â Â Â Tenant fire extinguishers X Â Â Â Â ITPn;1nt an1â€¢!---- X Â Â Â Â Â Â Â Â .,.. Â Â Â IJ"U'U/ll.t: ...... ,.... ,15 ,15 UII. , I"I Â Â Â Â Patio - Exterior lighting, pavers, convenience power outlets Â Â Â No Â PLUMBING Â Underground utility piping (water, waste, gas) to main service points and basebuilding equipment Â X Â Â Â Domestic water to base building fixtures Â X Â Â Â HW generation for base building toilet rooms Â X Â Â Â 2" domestic cold water stubbed into Tenant area and capped for Tenant use Â X Â Â Â Domestic water distribution within Tenant premises X Â Â Â Â Waste and vent service for base building areas Â X Â Â Â Â Exhibit 2.1-1, Page 2 Â Parcel 12 Boston, MA Â CarGurus Tenant Change Order #23 Â Â Date: 4/18/2024 Â CarGurus, Inc. 2 Canal Park Cambridge, MA 02141 Mr. Brandon Morrill: RE: Change Order - Lease by and between Cargurus, Inc. ("CarGurus") and P-12 Property LLC ("Landlord"), dated December 19, 2019, as amended (the â€œLeaseâ€) Pursuant to the Lease, CarGurus has requested modifications to the Base Building Plans and Specifications to accomodate Tenant's design of Tenant's Work, which request requires this change order to such plans and specifications. The work to be performed as a result of this change order is summarized as follows and described in more detail on Exhibit A attached hereto: Â Â Item Description Â Amount Â Â 1 Landlord Credit for additional Penthouse sign drilling provided by Tenant sign contractor. Agreed upon value is a lump sum value of $10,000 ($10,000) OK MC Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â TOTAL CO#23 ($10,000.00) Â Â CarGurus acknowledges and agrees that (a) this change order constitutes a Tenant Change Order subject to and in accordance with the terms of the Lease; and (b) (i) it will pay to Landlord, as Additional Rent under the Lease, the actual amount of the increased costs and expenses resulting from this Tenant Change Order, and (ii) any and all delays resulting from the work contemplated by or resulting from this Tenant Change Order shall constitute a Tenant Delay under the Lease. Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Lease. Please countersign this change order in the space below to confirm your agreement. Sincerely, P-12 Property LLC Â Â Acknowledged and Agreed to by: CarGurus, Inc. Â Â Â Â x /s/ Brandon Morrill Signtature Â Â Â Â Brandon Morrill 5/3/2024 Â Â EX-10.3 4 carg-ex10_3.htm EX-10.3 EX-10.3 Exhibit 10.3 Â SECOND AMENDMENT TO SUBLEASE Â This SECOND AMENDMENT TO SUBLEASE (this â€œSecond Amendmentâ€) is entered into as of the 30th day of April, 2024 (the â€œEffective Dateâ€) by and between HUBSPOT, INC., a Delaware corporation (â€œSublandlordâ€), and CARGURUS, INC., a Delaware corporation (â€œSubtenantâ€). RECITALS: WHEREAS, Sublandlord and Subtenant entered into that certain Sublease dated as of October 6, 2021 (the â€œOriginal Subleaseâ€), as amended by that certain First Amendment to Sublease dated as of July 31, 2022 (the â€œFirst Amendmentâ€; the Original Sublease, as amended by the First Amendment, the â€œSubleaseâ€) whereby Subtenant leases from Sublandlord certain premises consisting of approximately 48,059 rentable square feet located on the fourth (4th) floor of the building commonly known as Two Canal Park, Cambridge, Massachusetts; and WHEREAS, the Sublease Term is currently scheduled to expire on April 30, 2024 (the â€œSublease Expiration Dateâ€); and WHEREAS, Sublandlord and Subtenant desire to amend the Sublease on the terms and conditions set forth herein. AGREEMENT: NOW, THEREFORE, in consideration of the premises contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows: 1.Sublease Term and Parking. The parties hereby agree that the Sublease shall terminate with respect to the Subleased Premises (only) on the Sublease Expiration Date. Notwithstanding the foregoing sentence, Subtenant shall continue to have the right to use and the obligation to pay for twenty-nine (29) Parking Passes for the period commencing at 12:01 AM (Eastern) on May 1, 2024 and expiring at 11:59 PM (Eastern) on September 30, 2024 (the â€œExtended Parking Periodâ€). The Parking Passes shall be paid for by Subtenant at the then-current prevailing rate at the Garage as established by the Master Landlord or the Garage Operator, as such rate may vary from time to time. Sublandlord hereby represents to Subtenant that, as of the Effective Date set forth above, the charge for Parking Passes is Two Hundred Fifty and 00/100 Dollars ($250.00) per calendar month, per pass, subject to increase from time to time, and payment shall be for full months (and not on a pro rata or per diem basis). To the extent applicable to Subtenantâ€™s use of and obligation to pay for the Parking Passes during the Extended Parking Period, the terms and provisions of Sections 6, 8, 9, 12, 14, 15, 18, 19, 20, and 22 of the Original Sublease shall continue in full force and effect until the Extended Parking Period expires. Throughout the Extended Parking Period, Subtenant and its employees shall, subject to Master Landlordâ€™s security program for the Building, continue to have twenty-four (24) hour access (except in the event of emergency) to the Garage and those portions of the Common Areas of the Building necessary to access the Garage (the â€œParking Areasâ€); provided, however, that Subtenantâ€™s right to use the twenty-nine (29) Parking Passes and such rights of access shall neither (a) extend the Sublease Term with respect to the Sublease Premises, nor (b) extend Subtenantâ€™s rights or obligations relating to the Subleased Premises, nor (c) constitute Subtenant holdover of the Subleased Premises. Throughout the Extended Parking Period, Subtenantâ€™s insurance and indemnity obligations under the Sublease as to the Parking Areas shall continue to apply to Subtenantâ€™s use of the twenty-nine (29) Parking Passes (for the avoidance of doubt, the first sentence of Section 14 of the Original Lease is hereby amended by adding the phrase â€œand the Parking Areasâ€ immediately after the phrase â€œfor the Subleased Premisesâ€). Notwithstanding anything to the contrary contained in this Section 1, Sublandlord may terminate the Extended Parking Period effective on or after July 31, 2024, by serving Subtenant with not less than thirty (30) daysâ€™ prior written notice to that effect, whereupon Subtenantâ€™s obligation to pay for the twenty-nine (29) Parking Passes shall cease as of the effective date of termination. 2.Surrender. Section 17(a) of the Original Sublease is hereby deleted in its entirety and replaced by the following: â€œ(a) At the expiration or earlier termination of the Sublease, Subtenant shall quit and surrender the Subleased Premises in vacant, broom clean condition, damage by casualty excepted. Without limitation of any of the foregoing, Subtenant shall on or before the expiration or earlier termination of the Sublease (i) remove all of Subtenantâ€™s personal property, including Subtenantâ€™s so-called license plate wall, all Subtenant identity signage, and all art fixtures (provided that Subtenant shall not be required to remove its wiring and cabling); and (ii) remove all trash and broom sweep the Subleased Premises. Subtenant shall repair all damage to the Subleased Premises resulting from the removal of such personal property, including patching and filling holes. Notwithstanding the immediately preceding two (2) sentences, all furniture, fixtures and equipment located in the Subleased Premises upon the expiration or earlier termination of the Sublease, including without limitation, all workstations, desks, chairs, A/V equipment, couches, refrigerators, microwave ovens, and freezers (collectively, the â€œRemaining Propertyâ€) shall, without the necessity of further action by the parties, become the property of Sublandlord in their â€œas isâ€ â€œwhere isâ€ condition at such time, without representation or warranty by Subtenant. Upon Sublandlordâ€™s request, Subtenant shall execute and deliver to Sublandlord a bill of sale confirming the transfer of ownership of the Remaining Property upon the foregoing terms and conditions, but any failure to do so shall not affect such transfer. If any personal property of Subtenant other than the Remaining Property shall remain in the Subleased Premises after the termination of this Sublease, then, at the election of Sublandlord, (x) such property shall be deemed to have been abandoned by Subtenant and may be retained by Sublandlord as its own property; or (y) such property may be removed and disposed of by Sublandlord at the expense of Subtenant. Subtenantâ€™s obligation to observe or perform under this Section 17 shall survive the expiration or earlier termination of this Sublease.â€ 3.Notices. Sublandlord acknowledges and agrees that the current notice addresses for Subtenant under the Sublease are as follows (subject to future change in the manner more particularly provided in Section 19 of the Original Sublease) and replace the prior notice addresses for Subtenant in effect under the Sublease: CarGurus, Inc., 55 Cambridge Parkway, 6th Floor, Cambridge, MA 02142, Attention: Director of Real Estate, with copies to CarGurus, Inc., 55 Cambridge Parkway, 6th Floor, Cambridge, MA 02142, Attention : General Counsel, and Dain, Torpy, Le Ray, Wiest & Garner, P.C., 175 Federal Street, 15th Floor, Boston, MA 02110, Attention: CarGurus. 4.Master Landlord Consent to Amendment. This Second Amendment is subject to and conditioned upon Sublandlord obtaining the written consent of Master Landlord hereto. Notwithstanding anything in this Second Amendment to the contrary, this Second Amendment shall be of no force or effect whatsoever, or be binding in any way, unless and until Master Landlord has given its written consent to this Second Amendment in accordance with the terms of the Master Lease. 5.No Brokers. Each party represents to the other that it has not dealt with any real estate broker, finder, or other person with respect to this Second Amendment in any manner. Each party shall hold harmless the other party from all damages resulting from any claims that may be asserted against the other party by any broker, finder, or other person with whom the indemnifying party has or purportedly has dealt. 6.Capitalized Terms. All capitalized terms used in this Second Amendment that are not defined in this Second Amendment shall have the meanings ascribed to such terms in the Sublease. In the event of any conflict between the terms of the Sublease and the terms of this Second Amendment, the terms of this Second Amendment shall govern and control. 7.Ratification. Other than as expressly set forth herein, the terms and provisions of the Sublease are hereby ratified and confirmed and shall remain unmodified and in full force and effect. 8.Entire Agreement. This Second Amendment sets forth the entire understanding and agreement of the parties in connection with the subject matter hereof. Neither of the parties hereto has made any statement, representation, or warranty in connection herewith which has been relied upon by any other party hereto, or which has been an inducement for any party to enter into this Second Amendment, except as expressly set forth herein. 9.Authority. Each of the parties represents and warrants to the other party that it has full power and authority to enter into this Second Amendment. 10.Binding Effect. This Second Amendment shall be binding on and inure to the benefit of the respective parties, their respective legal successors, heirs, administrators, and assigns, and each of them, except as expressly stated herein. 11.Amendment. It is expressly understood and agreed that this Second Amendment may not be altered, amended, modified, or otherwise changed in any respect whatsoever, except by a writing duly executed by the parties hereto. The parties agree that they will make no claim at any time that this Second Amendment has been altered or modified or otherwise changed by oral communication of any kind or character. 12.Counterparts and Delivery. This Second Amendment may be executed in counterparts, which together shall constitute a fully executed Second Amendment to the same effect as if the parties had executed the same original document. The parties acknowledge and agree that they will accept faxed transmissions of, or electronically scanned and transmitted versions of, an original signature. In addition, the parties acknowledge and agree that they may conduct this transaction by electronic means and that this Second Amendment may be executed by electronic signature, which shall be considered as an original signature for all purposes and shall have the same force and effect as an original signature. 13.Governing Law. This Second Amendment shall be governed by, construed, and enforced in accordance with the laws of the Commonwealth of Massachusetts. Â [No further text on this page; signature page immediately follows] Â IN WITNESS WHEREOF, the parties have executed this Second Amendment under seal as of the Effective Date. SUBLANDLORD: HUBSPOT, INC., a Delaware corporation Â Â By: /s/ John Hart Name: John Hart Title: Facilities Manager Â Â SUBTENANT: CARGURUS, INC., a Delaware corporation Â By: /s/ Ken Papa Name: Ken Papa Title: Sr. Director Global Real Estate & Facilities Â EX-31.1 5 carg-ex31_1.htm EX-31.1 EX-31.1 Â Exhibit 31.1 CERTIFICATION PURSUANT TO RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002 I, Jason Trevisan, certify that: 1.I have reviewed this Quarterly Report on Form 10-Q of CarGurus, 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 registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and (d)Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and 5.The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions): (a)All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and (b)Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting. Â Date: August 8, 2024 By: /s/ Jason Trevisan Jason Trevisan Chief Executive Officer (Principal Executive Officer) Â Â EX-31.2 6 carg-ex31_2.htm EX-31.2 EX-31.2 Exhibit 31.2 CERTIFICATION PURSUANT TO RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002 I, Elisa Palazzo, certify that: 1.I have reviewed this Quarterly Report on Form 10-Q of CarGurus, 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 registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and (d)Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and 5.The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions): (a)All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and (b)Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting. Â Date: August 8, 2024 By: /s/ Elisa Palazzo Elisa Palazzo Chief Financial Officer(Principal Financial Officer and Principal Accounting Officer) Â EX-32.1 7 carg-ex32_1.htm EX-32.1 EX-32.1 Â Exhibit 32.1 CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 In connection with the Quarterly Report on Form 10-Q of CarGurus, Inc. (the â€œCompanyâ€) for the period ending June 30, 2024 as filed with the U.S. Securities and Exchange Commission on the date hereof (the â€œReportâ€), I, Jason Trevisan, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Â§ 1350, as adopted pursuant to Â§ 906 of the Sarbanes-Oxley Act of 2002, that, based on my knowledge: (1)The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and (2)The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company. Â Date: August 8, 2024 By: /s/ Jason Trevisan Jason Trevisan Chief Executive Officer (Principal Executive Officer) Â EX-32.2 8 carg-ex32_2.htm EX-32.2 EX-32.2 Exhibit 32.2 CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 In connection with the Quarterly Report on Form 10-Q of CarGurus, Inc. (the â€œCompanyâ€) for the period ending June 30, 2024, as filed with the U.S. Securities and Exchange Commission on the date hereof (the â€œReportâ€), I, Elisa Palazzo, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Â§ 1350, as adopted pursuant to Â§ 906 of the Sarbanes-Oxley Act of 2002, that, based on my knowledge: (1)The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and (2)The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company. Â Date: August 8, 2024 By: /s/ Elisa Palazzo Elisa Palazzo Chief Financial Officer(Principal Financial Officer and Principal Accounting Officer) Â GRAPHIC 9 img52499505_0.jpg GRAPHIC begin 644 img52499505_0.jpg M_]C_X 02D9)1@ ! 0$ 8 !@ #_VP!# ," @," @,# P,$ P,$!0@%!00$ M!0H'!P8(# H,# L*"PL-#A(0#0X1#@L+$!80$1,4%145# \7&!84&!(4%13_MVP!# 0,$! 4$!0D%!0D4#0L-
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MP4O>_P"WOLG+U]+?!']CRY\7V4.M^+)ŸM+T^==T%A%\L\H]7Y^1?_'O]VN9_M9*^%L'Q#^(+7VI0K+I.C(L\D3?=DE8?NE_ OEF_X#7Z$[L!0&Q[8KSLOP,:L M/:U3[SCGB^O@:O\
9F7SY9+XY?\ MIY?IO[-7PVTNW6%?*-E-C^.?=(W_?3$ MUR'CO]C3P1XGLY'T5)/#5^1E9+8M+$6_VHV./^^=M?01;:.1BC=O& *]Z6&H MSCRN&A^)T<]S3#U?;0Q4^;_$S\K?B+\--<^%>OR:3K-
MLD^]!/%\T4R_WE;L M:Y:OTJ_:"^%-O\5O 5Y9K&O]K6JM/82_Q+*/X?HV-I^M?FHZ,C[&78ZU\ECL M-]7JW^P?T[PAQ'_K#A&ZW\6'Q?\ R1]'_L*?\E7U3_L%/_Z''7V#\5_^28>+ M?^P?=?\
HMJ^/OV%/^2KZI_V"G_]#CK[!^*_),/%O\ V"[K_P!%M7T&7_[H MC\3XX_Y*5\ ;GY(_+"NE^'/P^U;XG^*;70]*C7SY/GDE;[L$?\3-[US5?9W M["OAJ*+PKKVN,B_:;B\%HKXZ1QH&Q_WU(?\
OFOG,'0^LU>4_>N*OAUKELT, MWA'2X58F227?AV\D\M'E_UMO)_=;^]_LM7C^C:Q<^'-8M- M5L)FM[RTD2>&5?X66OT]'+'@:+XD?#_6/#S.J27D6(I67B.I2&5OP917RO\ M\,&^(>?
^*EL./^F+_P"-?/8O 58U>?#Q/W'AOC?!5,N=\.ZOO_#_(HGUGX! M\5V_CGPEHNOP1F.._MUF"YSL8\,O_6R/PKX@_:LUM]8^-NMJ&_!;WX9?#K3O#NH7J:@]FTNV:)"B[6D9_P#V:OA_X_J5^,GB
M]F[7IQ_WPM?K7L>;%SE)>]R_C[I_%OBBZ5+"^RPLN:G[7W?\/ON@W?2)MO_?R*ON93 MN8>U1Q95E/,G%](H/#ZG&&&3_P#-*0CHI#9. U<1\8/A]_PLOP%JN@QW"VL]
MPJM%*WW4=&#*6']W*UV[R*D9)&<5@^-O%MOX*\,ZKK-S%)/!81>:\<0^9A[5 M\K0=2%6,J?Q'WN+C0JX:K#$?!R^]_A/F'X1?LJ^*M"\?6&L>(I;6"TTV;SXU
MMYO,>=U^Y_NK[5]4^(=&A\1:'J.E2LRQ7MN]M(R_>VLNT_H:\ ;]N+PHO T' M6%_[]?\ Q=)_PW%X5[Z%K'Y1?_%U]-C<)G.858U:M%^[Y'P&59CPUE%"6&PV
M(JV1YKIW[&OBT^)!9WEW9)HHE&^]B?\ >-' +*=FK[6@5((E5?N@8Q]*<^= M^V_X3DPG]@:P5[#U_\ %UZ9X5^,FF>*/AM>^,H;*[M)M(YY7BN-HE*QKN;
M&"1^M99N\TQ"C4QT&CJX=_L#!2JTLKJ\TI>]+_#$]):4!>V*=VXYKYE/[LK>:TMKDL%BGV[QM1BG? MMD_\EJE_Z\(/_9J;^QS_,EMM_\ KPGK)5_YIW_N$?A'_-8?]Q?_&X^^*** M*_&3^EB&;
[AKX,_;%_Y++,%?>=Q_Z#7W+XF_Y%S5/^O:3_T&OAK] MC_\ Y+79_P#7G'QGXQP]E@S3M_'(Q7X;5S#%%UJGMIU9/_"L/CGP9K&A3,JB^MFB61AG8W\+8_P!E@K?A7RQ_
MPPJX@8Y_X22QQZ_9V_QK]$R;B.C+#.GF,O>/QKB/@W$QQWMY+_R61]/? M#'QFGC_P+H>O8'F7L >15/W9%.UQ_P!]*U?G[\9AO^+/BP?]1";_-"K[K^! M_P /;[X7^"ET._U"/49([B22.)"JHK<[?\
OK=^=?"GQF4I\6O%H]-0F_\ M0JX^&%2CF5=8?X;>[_X$>AQO*O/)L'/%QY:E_>_Q-?^N=E_[5 MKZX3[PKY'_80_P"/SQK_-<[+_VK7UPGWA7SW$W_"-ZO_;O I)IP1_R(_/ M_P!O?
^E2)*****:/N3\R/C1_R53Q7_V%) \ T)JV 83_P"0QXO_.N%K Z% M+7A/QH_Y*IXK_P"PI/\ ^A-7NW["?_(8\7_]<+7_-"EK]FS7_DGU_@C_P"V MG\T0G]YU^9% [Z45^:D4$81?
R%?"OP>_:5U7X8:6ND MW6F1ZMHL9+1QB7RI8=V6;:WJW)->_P"A_MB^!-60?;#J&B_WC&,XR##8*G2A*-.IJKF_F;KO_OVG_Q%>;7S"CAI:S?V#BZDF W*\@8E?^ [MO
:_,ZXMY+2:6&1=LD;;67^ZU>9FWO9AYZ3I?1K_>5EVM_P"@K_WU7UN'R%KU\$_]F@?E?%U.I2SW M%]K_ #LDHHHKN/D2N[^7(U?ECV\5;"/3?B;XJMH5VQIJ5PJJG*^8U?J'J&HV
M^G6=S>74BQ6T$;2R2-T55^\:_*?Q=K;>)?%>L:L1M% _>R7.T_P .YF:O S>5 MH0/VKPOIU?K>*JKX.1?F>_L*?\ )5]4_P"P4 \ Z''7V#\5_P#DF'BW_L%W M7_HMJ^/OV%/^2KZI_P!@I_\
T..OL'XK_P#),/%O_8+NO_1;5U9?_NB/ XX_MY*5_]N?DC\L*^\V&?\ DD]]_P!A67_T'7P?7WA^PS_,DGOO\ L*R_^BXZ M\?*OXS/U/Q(_Y$D?\?S"%%%% $+G(!%? 7[6.@OI/QGU;_
M>N007*X_W/+;]8J^ 2X5>G%?-G[:7@4ZMX7T[Q+:QX2YTN4QW!7]X28&[_M ("VW_OHU]/PUB8X;,8-<#+&Y1-Q^*G[Q_+/7BW_A$/B[X>O) M"%MY7-G(!Q_NRIM'_(LK]&Q@N>.17Y.12-
&25;8PK#/V>OBO#\3O!$$EQ* M/[:L L%]&3\Q;^&3Z- \57T?&& DW#&Q7]V7J?&^'>:1C[7+I_XH_P#MQZBJ M9&<5PWQMTRZU3X4^*;2SMIKR[GLF2*"!-[LW^RM>A #
IK;2&!Z5^2/_;QX+"WEJ6K]$_V;M(;1?@GX5AD7:[VS M7)'_ %U=Y?\ V>O@3P9X8N?&?B?2=$M5_?WTZQ?[B?QO_P !7YJ_3W2],@T; M3;6RME"06L:Q1I_=4#:HKLXRQ,?9TL/_ -O'#X<6*7M:^,[>Z?
#7[9' "6F M7_KPM \ V:F L< \EMM_^O">G?MEJR_&I\=&T^#_ -GJ+]CUU3XV6JM_%9SJ MO_?%>NO^2> [A'S\O^2P_P"XO_MQ]]T445^,']+D,WW#7P9^V+_R66X_Z\8*
M^\YON&O@G]L)E;XT7>WJME K?]\U]GPC_P C' MUGYEXA?\ (G_[>C_[<)^Q M_P#\EKL_^O.X_P#0:^Y?$W_(N:I_U[2?^@U\-?L>JS?&FV/9;.?_ -!K[E\3 M?\BYJG_7M)_Z#6O%?_(QC_AB8ZO\
@_4_(/$C_<*'^\ ]M/=_P!A'_C_]<[/_ -JU M]<+U-?(G[*;J-0\91[OF:*U?_P >EKZ[7J:\3B;__)&U7_MW_P!)/I>"/^1! MA_\ M[_TJ1+1117S1]T?F1\:/^2]>* ^PI/_.A-7NW["?\ R&/%_P#UPM?_ M
$*6O"/C&RGXI^*RIW8U.YX_[:-7O'[":-_:WC)OX?*M?_0I:_9LU_Y)]?X(M_P#MI_-'#_\ R5Y0NHXR/K7S1\;OV4%\5:AM?0FN^)=(T!8?]3U6ST[S>(_M4RQ[O]W<>:S8OB M;X08[5\4:.WMJNC'_LU?
E>"Q>*P-15\[,_>^+_OM/EKFU)[MM'TS7ZO1EI5PW/O7*:S\)_!^O,SZ MCX8TN\D8,Y+_>*7_@)^6XGPW]Z^$Q'_@4?Z_])/S*<@MD M#BNB*^/_$/@JY2?0M8NM-<-]R*3,+?[R?=:OM3Q!^R9\/\
749K?3Y]%D;K M)97#G_QURR_I7S3_V>M1^$]1ZC!>G5]#DO\OSRH26-NHLL?[5?0X3/LNS M.?U9KXOLR/C?@#^TU'X_O8M!^1QPVFO,O[B>+Y8KG M_9_A;VKZ*0A4! V^VV\=R%]
R[A_.OA^),-'AW:5J4F+R-%_U$[<;_P#=?_T* MONEBI)&<&L_6-%L?$6EW.G:C;I>V-S'Y6TBRPW$3?,K+7W3\"_VK-)\?V\.D M>))XM+\0@;=[/MAO#$\R-C"M_L_]YKY_P#CW^S'JGPQNY]4T:*34?
##MN#K M\TMI_LR?['^U7AAY'!Q7R].I7R^KR,_HW'9?E/'&!C6ISU^S+[4?*?\ \B?K MYO!7(-)NW#CYJ_,7P9\>_'7@2-8M,U^>2V P+6["3Q+_ +N[[O\ P&N]7]MC
MXAK'M\K2';U^QG=_Z,KW(YIA_M, (\5X<9Q1E^Z<9QJ3{^9B%&%R?3->+?&K M]I;P_P#"RSEM(&BUCQ#MQ'I\;$>6WJZ1OX1_L_>KX[\7?M) $3QM T-YK[6M MJWWHK'-
(/_'E^;_QZO,W=G;N*OFBY>6CN?29/X:257VF:U=/Y8_)&A MXI\3ZCXQUZ[UC5;DW-[=-NDD8<8{)_N5Z[^RO\')/BXTCU?4(3_&!I$BRR MDCY9I'9' [,W_V5<]\%_@#KOQ?
U5#%$^GZ%$W^DZC(OR_[L7]YJ_0GPCX+T MKX?^&[/1=(@6WT^V7:J_Q-ZLQ[M66!PDJL_:U?A/9XSXHH95A7E.7_Q?AJW[M$?\ Y(Z7/KT-?G+^U7\.9/A \4KRYCCVZ7K#->V[_P
.]@-/'7_OK_P!#6OT8 M,@ +>E>>_&7X5:?\7?"$ND7)\FY7,EGI_#E[LO0_[X9_$*^^%WC&PU^Q^=H&V20OEGB;[RU^D_P\^(NB?$W MP[#K.B7(GMVXDB)_>0-
_==>S5^9OC;P3J_P\\0SZ+KEHUI>Q=OX9%Z[E;^): M;X4\:ZWX&U'[=H&IW&F7\30-\C?[Z_=;_@5?.X3%RPDO9U#]VXFX7PW%5.& M,P<^6K]F7V9Q/UB&57UIDV2
>_I7P/IW[;OQ!L[8QW$&D7K+_P M);9E;_QU ME6N1\=?M->/_!_;26MSJ:V%E]PUMIR^0K?[S_>\>KV)9I04;Q9^44?#C.9 MU>2]X0A-'SLG[6'[0MI58+(:$]?L*?\E7U3_L%/ M_P"AQU]@_%?
))AXM_[!=U_Z+:OC[]A3_DJ^J?]@I__$..OL'XK_\ ),/% MO_8+NO\ T6U?39?_+HC^?N./^2E?_;GY(_+"OO#]AG_))/?^\ B?H1$5/%QU M\'U]X?L,_P#))[[_+"LO_HN.O%RK^,S]3\2/^1)'_'"\F?2%%%%?
7G\PA11 M10 P=*S]7T:UUK3+FPO(5GM;F-HIHFZ,K<,/UK2!XIN>:$^4B48SCRR/S4^,_M'POOOA9XQN-+N5:2QE_>V5U_STC]/JY?XJRO 'CS6/ 'B>WUC2)_*N(_EDB? M[LZ_Q*W^S7Z$_$WX9:-
\4/#+Z3JJ\(N'<3P_B?KF#_A M?9E_*?;'PF_:\-_%"UBABF73M9VCS=-G?Y]V>O4\L5/Y/QR-$Z ML#M9?NLM>B^%QXFOLP_A95CM/$DTD* \ +.^C2X/_(]\]>-C^#VY.6#G_P!N MRW/IC_P#
(GZ-+R,D[OPJ"\N(K6WDGN]E@MXUW-)(<*HKX M/G_:]^(\\6Q;^QA;'\M@N[_QZO.?%GQ,\4>-21KFM7>HPGK"9/+B_P"^$^6O M/H<(8V4K59QB>OB?$3+X1_<4Y2E_X"?
1OQ]_:GMS;76@^"'KSSY'_'=SK$/W M%7^[%_M?[7_?.>WR<$(&X'B@-CY6Z5](? ']F&[\27-KXB\76S6>C(?,@T^1 M,2W!_P!O^ZO_ *%7W$8X'AO!_P!1"*PB9?N1<[I?
^!X^7_9_WJ^13R#5>"..&%4B4D&@ J]JF'!Q7XŸC\ M;5Q^)GB*N[/Z2RC+*>4X2&$I?9/CO]MOPK(FO^'O$07]Q<0O82MG[C(=Z?GN M?_OFO!/AOXRF'OCO1M<"LRV4^Z14_BB?
Y77_OEFK]#/BGX M/BAX+O]!NSL M\Y=T,^W_%,H^Z_X5^=/BKPKJG@[%QV<:1J]NT%["V2,_(Z8^^G]Y:_3.',51 MQV!> K?%&_\ X"?A_&>6UM9S19GA_AE[W&3<43]-/#_B"Q\3:1;:II]PEU8W,
M8EBF3HRGO6COR?E;/X5^:GP_^,'BCX8SL=!U(K:LV^2RN$\VW;Z+_!_P"O5? M^&W/&!MMO]D:4;C^_M?;_P!\[LU\UB>%,=^J_8+GB?:X+C_+*U'_&GFA(^P
M]=US3_#.DW&I:C+'9Z?:1F26:1N$6OS7^)?C%_'_(\UG7G1DCNYMT2/_#$O MRJO_ 'RJUH?$'XQ>*_B=(K:UJ.ZT5]T5E;KY5NO_'^/_@=87A7PMJWC+7[M72M*MFO+RY;:JKP%_P!M_P"ZM?
7Y)DW]C1GBL3+W_P#TD_/>)N))<15(83!0 M)S_R:4CZ"_8E\(S3^*M=\0$8MK6W2RC;'\SG#7Y6ZA8W5AJ%Q:7<$EM=6[>5+#*NUU:N^^'G[0/C/X>
M0I9Z=>1W]BG"6=^/,C0>BG[R_3=7WF>\RS.7UO"2]X_*.%N*XY+3E@L9'W/ M_23]&M^U 6./?%LW[*1&A$,&<-/)_"B^Y-?*MQ^VIXQ>W M(@TC2;9S_&5D+^-
/B'XB^(6J_;M>U&2^E7_5I]R*/_=7[JU_@N%, M74J_[5D#[3-./L#2HRA@??]?^2F-=W,VLZA=WMRVZ>YD:65_P"S\N-OL7] MB[PF]AX$U/6ID*?VI>8A/]^./*[O^^B_Y5\Q_"KX9:I\5/%,.E6"-';@[KN]
MV_+#'_>_W_[JU^C7ASP_8>%]"L=(L$$5G91+!$GHJ]*];BW,*=*BLOIOWI'S M/ &45*V*EF=5>['X?\1X=^V9X1DU?X<6FL0)NDTJZ\R7_KE)\C?^/;*^)6!" MAQWK]5-9T>UUS2[FPNXEGM;F-
HI8VZ,K?>%?GI\:/@KJOPEU^2-XY+G0+@YM M+\+G'^P_]UJ7"694E3>"J_%]DVX_R2I[;^TZ4?=^T??P$^,UA\4/#%M;SW" MIXALXECN[5G^=BO65?[RMUS7J\HW\-ROI7Y565_<:?
=Q75M<26UQ$VZ.:)MK MK_P*O3M$:<^(VAPK#'XC-U$OW1>6\4K'ZMMW5S9APA.55SP4_=_EEN=65>(M%*%*\-+,82YH .B?H1V/.?:OF;]LGXA:;!X7B\)PS1W&JW,RRSPJW,,2X/S M>[=!^-
>%Z_\ M+_$3Q'"T,_B)[6$]190) X_X$[J[\SN9FN+AKB25III6W,[MMN9JZ,IX7JX7$1Q&+E\/IRY]QU0QF#GA,'3E[WVI!'$7C(5=[O7Z>^ M+;P M_P"'"M"TR7_6V5C# _P#O*@6OC3]F+X(77C7Q-;>

(=4A:/P_IT@EC\Q>;F5?N M*O\ L*1\W_?-?=A51NKSN+<=2KUX86E]@]KP_P LJX>A5QU3_E[\)-1117P! M^O!1110!%*HD4JR[E/:O _B5^R'X.\;2RWFGAO#FH2?,SV*?N7;_ &H\X_[Y MVT45E4IQJT[21U83-,9E57V^#J.$O(\#U[]B;QWI\K_V5/I^LP_OO)?_OA M_E \>KEW_93^*:2>7_PC)W?]A"U_^.T45XU3+Z">Q^D8+Q'SOV?+4Y)>L;?D MT;^B_L6?$7470WT>G:3%_$T]T&?_ ,A[]LˆˆO[%GA;PW+'=>(KV?Q+^T'T/=_'?\ $^CK&SMM M-LHH+2&.VM85V)'$NQ$7T515RBBO5/SX**** .)^(7PQV/?$W2%L-=L$NT7) MADZ20M_>1NQKY7\=?L+:UI]R\OA75H-2M3JV#4!Y_J_\"7Y6_P#';**X\3AJ M=?XT?1Y)Q+FF4/EPE5J'\N\?N/,;_P#9>^)>GW'E2>'U_P!EDOH/_CM=)X=_ M8R^(.K/`.35EMH02Ã[%QJT^'P?$N:X7'5,?&K>HU9NAU/[M.?[-FN?"'Q??:QJ6H6-Y;RV36ZK;;MP8LK9^8?[->[^,=%D\4>$]9TJ%Q'-> M64ULCMT5G1ES1154Z<:5+EAL>?F698K,<;]:Q,KS?4^-O^&$/&/_$&M(_\ M'_\ "OHW]GGX3:A\'O!=QH^IW=O=W,MX]SNM=VW!55'WN?X:**X\+AJ5&I>" ML>IG/%6:YMAEA\744HKR2/7J***](^7"BBB@ HHHH 8.16?K.C66OV,ME?VT M-[:2KMD@G0,K#W!HHIQT(E!3A:1\ [^_V+=*U S7GAS49=$D/S&UD3SH!_NY M.Y>_][Z5X_K'[{GQ$TYO]&M'5 .AM;M5/\ Y$VT45]7A>(LQPZLZG- BU/S MW,N#\HQ,[^RY?\.ABV_[,?Q*N9/+7PXI'^U?V_\\=KLM_8L\7WTB/J][I^ MCVQ^]MD:>7_OA<+_ ./445UXKBG,8KEIM1]$~&7\"9/)WJ*4O^WK?E8]{^&G M[-/@_P"'MU%6(^BBBLSL(5&TJ/2N%^)?PJV?%73EM-;M TL0W0W47RS MP^ZOV^G2BBDZU3#-5J3M)&%3#*TL;3G1KQYHOH?,WBW]B;Q)I\SOX>U.SU6U_MABNOW$OZ?+7&G]E7XE>=Y7_'/Q?[W]H0?_%T45]EA^* \G MJU+PYH?X9?YW.Q\)? L5>*+ZZ0ZYJ5GH]L1EDM_W\W_Q/_CU?3GPR^$WASX6V M#6^C686:4;IKR8[IY_=F]/:BBO%S#.<;CDH5IW78^FRKAO+VY<445Y,3Z.HKPL?&P_8B\8+P-:TG'_ M_B:]Z_9Z^6I?!_PUJ&G:G>6]W-7V-?-7BC]C'QKI<[MI=U8ZW;#[O[SR)?^^&^7_QZBBOH M,!G6.R]>SHSO'L]3XO-^&,LS./UBK3Y9]XZ,YZW_&4?B3/,4.APH1_$U]!M M_(7H7@[]B34)I5F\4:S!9Q8YMM.4R.W_ FPJ\?+445Z.+XIS&4'&+4'!' MET^ \GP=2\E*I_BE_P#(\I]0^"/ NB> -(CTW0!*.SMD&6"##.WJ%C 2\7Z M0# .3117R$I.<[R/T-4H8>*ITE9#AR*S]9T2R\0:=+9:A:Q7MG,NV2"9 R, M/<&BBE'38J45.-I'SOXT_8LT#5))KGP_JEQHD[?-]ED030#_ 'TY?\.AKA^#\FR_\>1H\[_O>]^9]"V=!!801 ;6]M$D$$:[8XHEVJJ_2K-%%?-GVX4444 ?__9 end GRAPHIC 10 img53423026_0.jpg GRAPHIC begin 644 img53423026_0.jpg M_]C_X 02D9)1@ ! @ 0 ! #_VP!# @&!@<&!0@'!P<)"0@*#!0-# L+ M#!D2$P\4'1H?'AT:'!P@)"XG(" (L(QP<#*7]#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBI]K*SM+6VM[BYNL+#Q,7& MQ\C)RM+3U-76U]C9VN'BX^4>95/VV %F50"XSN89 ^!!%1?\)%I[6=_=QRF6WLCB9XA MNZ*&.,=< T :U%4XM1@EO+FT7?YULJ,X*D##9Q@]^AZ57&O6G]G7=\RSK%:% MA*&B.X?O8'?% &I16?!K%KVJ32VBNL;/;(5=E)V$.2",$'(/O7 M.'PC>A4QK#,Z2.^\QD,V2",D-C(P0#C&#TJDA-F]&'CAN8!ILIBN8! Z->KC M:%*Y'R]<$\U3M[*W'*8M-9D&,J+U"K8+,N0%[;R>/6LS0/"=]IEY:W=YJSS- M&GS0*&V!L#."6/XYZ^U,@\$S0&)JS*L;QNP6,J7V1JG)W?[.?Q/6GRBN:UO MIB0VT$3:;*S1(J,PO5!? 8$GCON.:G%]//65].FD92I&Z\7 (9&_N]S&GY52 MT'PR^BWCSG4))P\>QE?)R?EYY)[@_P#?5=#1RH+D*W0WB[B0VX'[OKC\]>;9GA\N73F9?.$PW#[N-H^[T&.WO6H*0TW>X+%K&Y7=Y@.R^4?+)CAP*O1WDT5A+9)I)\ MF4R%O]+7/SL6;MZL:EI,4J X)R0?E]:U:2BP7,]H%:UNK?\ LI_*N7221?MBGYE((QE? M4#-7;;^GMM.BL4TC=!'& (@&NUY4#'/%244607*NH/_:A@-UHP)M\F(BZ7Y#Q MR..HP,51@TVWMXH(UT=B(91*A-XH/ P 2%Y X.#W]*V*2BR"YCKIL2/$RZ7 M*?**%0;Q2/E4*.-OH!GZ5/! T&FWMC_9\S17G$K-^KNQM"8!V\#: *TJ2BR" M[*L4LL=]+=MILDLDJQPDO%(^3.TXV]>3^=(^7TV6Q.E,$EC>-W%X-[!OO9. M.ISUJW11RH+E6VEEMM0:^&F,]PT7E%WNDY&0><+R>!5U_$-W&T:MI7^L;8,7 M*]<$\\>QIF*K7?\ K;3/_/?_-D:CE07-#^W;W_H%+_X%+_A1_;M[_T"E\_M I?*KDCU%&1ZBCE07+'JN7O_0*7_P "E_PJ.3Q)<121QOI\2O(<(K7B@M]! MCFF;AZBN? U_PW_;=]:72WIMWM0=@"YR2>IY[=O?!HY4%SIO[>O?^@4O_ (%+ M_A1_;U[_- I?_I?*X-_!FHQ6?EP:QYTIVJQE5L$>:KD_>]-PP,9SUIY\$ MW;X$FOSE<+G:K L0H). [U&1]3UHY4%SM6\2W"2K$VGQ+(WW4-VN3U[8]C^1 MI%\42N^Q+&%G_NB\4GJ1Z>H(_UQ5QX)O+B-U;6]S%@R,T)>4X<'G?DG]YD' M/:K,W@^2>4R2:F2I8,4*'#8D=P#AAD?/C*.5!<[(:[>_P#0*7_P*7_"C^W; MW_H%+_X%+_A6%H&G7&F61I6*L6SA,_*/P&*ULCVHY4%V3?V[>_P#0 M*7_P*7_"E_MR]_Z!2_\ @4O^%5\CU%*,9ZBBR"XZ'Q%=SH732>-Q7FY4=#CT MJ7^W+W_H%+_X%+_A6;IQV4\C_6/_P"A&K>1ZBCE07)_[HH MY4%R?^W;W_H%+_X%+_A1_;M]_P! I?\ P*7_J#(]11GW%'*@N3?V[>_P#0 M*7_P*7_"E_MV]_Z!2_\ @4O^%09]Q1GW%*@N3_V[>_] I?_*7_*HY_$=U M;1&672L1KC<5N5)&3CICWIF1ZBJ6KX_LJ?D=%_\ 0A19!<[!3N4'U&:6FI_J MT_W13Z@H2BBB@ HHHH #1110!@ZG_P AK_MV7_T,U%4NI?\ (:/_%[+_P"A MFHJN.Q+#K244O6F2)P:6DI:!AFBDI: $S12T4 %%%% *4M%)0 M%%% "4444 MP%HHHI %%%)0 4M)2T %%%% !1!24 +5+488[@VL:L,>@73S-"DV/,8 ;@"03GJ_,I6YH:6VJVK 50-R,SER=LI/?CE% _^]2W.O1?8FDAT6527$:2/(Q M4MD@GKR,+QZY%=YL7^Z.?:EVJ1C:,#H,4 VC$L].M'U/4XVC8K&%8RO&+10ES& MI/?UJ>]LM/L[&>Y:!B(HRV [DG'XTD4PMKW6YV!*QE'(4XB!JC!XQL9K> N MI2>9%E$15CA&;;G.W'7M0Q%+P]?0:G,MG>Z9);WBQ%I?G?:&!P5'/;CZUTG] MDV/_ #P/_?QO\:R5\7Z8SLZ)+LPI,@B;+;@,8P.>H%7],U_3]7N7@LY'=XXT MD;*$!@"NIIL.NP331! M= G$+E0TAF88SLR0,\CYQ^1KK-/4&V.0#^\?M[FK>U>FT?E0@N<*/$$/EJTG MARZ5F*!1YQ(^;:>3GC8?K3FUR+=&XT&4OMYN"\S G:H*XYX).1SZ5W!52,$ M#'THVJ1@J"/<4!!_[^- C5[-)0!3_LFQ_YX?! V1O\:/[L?\ GA_Y$;_&KE+F@"E_95C_M ,\#_P!_& QJGJFF6::=,RPX(VX^=O[P]ZV*I:O_ ,@]?Z+_.A"@#KX^(D' M^R*=38_]4GT%.K,L**** "BBB@ HHHH YO77$.HM.UU#:QQVR(Y)5+#ER ! MWS4-O')=1F2+5K(]"X.8R*-K%6X)[$$5)XATY=5O6M)(6FC:&-W59 GW9"1R M1WZ5C3^"//EFD6*Y19#(VU;E,*SL['R\@>8PP>#@9IIA8UIX)+:WDGFU>Q6 M*, LWEDX!Z=#WHC@EDA$JZM8[" 2/3 QP*+A9&Y] MDGW*O]K6&YN5&WK]/FI18W+.%&JV)8G:$ZGT^JUK%7P1 9EE6TF+(04_P!) M7Y<$G ^7U)I]KX--M<13_9YWDBE$]%KA!@AHSV7TC)ZD$^M%Q6-)(GDN9[= M-7L#-;LJRIL.4+#(!YZD5,FGW4C!4U.R9B,@*F21Z_>K)E\'^9J$E]);W!>5 MG>4&[7:['H?N\;1P>,E&E^$I=+U'3[R)+E L<;(D;7*;7W9R6PO7FB["QM_V M+J7 #^VW_?D_P"-']C:E_S^VW_?D XU>%YJ&2/[-7(Z>! A2" O=X4Z>N3 MG %P"BX%+^QM2_P"? VV_[\G_&C^QM2_Y_;;_OR?\ &KZ7M^W33EQR.+@' MG\J#>7V,C3E_\"! A1=@4/[&U+_G]MO^_)_QH_L;4O\ G]MO^_)_QJ\;V]WA M!IZE\9(\\O2E M^V7_ 'TU M,YY'GC@?E36U*ZC*!M..Z1]B;9E(S@GGTZ>]%V(I_P!C:G_S^VW_?D_XU?^UZC_ - Q?_@?X4OVO4?^@:O_@0*+L+&?_ &-J?_/[M;?\ P)_D XT?V-J7_/[;_]^3_C5_[5J/\ T#5_\"! A2 :M1_Z!J_^! _PHNQV M,N70=1DDA;[;;?NW+?ZH_P!TCU]ZD&C:E_S^VW_?D_XU=;4;N-XDDTY@TKE% MVRJ1D*6YZ=@:=]KU''.F+_X$# "BX6*']C:C_P _MO\ ]^3_ (T?V-J7_/[; M?]^3_C5[[9J&/P/%&%VI8#: %(MSD '(.[.,UN)JMS+/<01:>S2V[*L@:4 MH_\ 0-7_ ,"!_A1<5C"'@Q05(%AE,%?]'/&.G>F6/@DZ;?S7 MMG/#'+,JHXVL5P ,+GT ^G;J:Z'[7J/_0-7_P "!_A1]U'_H&K_P"! _PH MNPL9<&@ZC#&4%Y;?>8 ZHGJ<^M22V-J/_/[;_P#?D_XUG_:]1_P"@:O\ X$# _HN%BA_8VH_\MO_P!^3_C2_P!C:C_S^VW_M 'Y/^-7OM>H_] U?_@?X4?:]1_Z!J_^! _PHNPL4/[&U' G]M_^_)_QH_L; M4?\ G]M_^_)_QK0^UZC_-U?_@?X4?:]1_Z!J_^! PHNQV,_^QM1_Y_;? M_OR?\;/[&U'_)_;?_OR?\;T/M>H_P#0-7_P('^%'VO4?^@:O_@0/\+L5C/ M_L74?^? VW_[\G_&C^Q=1_P"?VW_[\G_&M#[7J/\ T#5_\"! A2?:]1_Z!J_^ M! _PHN%BA_8NH_\/[;_/?D_P"-']BZC_S^VW_?D_XU?^UZC_T#5_\@?X M4?:]1_Z!J_\@0/\+A8H?V-J/\ S^V__?D_XU1UC2;^/29W:[MV4!<@1$9^ M8>];OVO4?^@:O_@0/*H:UTZ35;BXLXF17>WB(+G XESZ'T]#5&#PJXAA:_ M#5(A&BQ+MX$CX^52&.,=>1@=.!D5?UJ[N.]FEM##]I^RJ(UF<*K'<><\GT'-8 MYU? 7;EXHYFMHE90TC)/'A2'' .<_=R3]:!FB^@:JUMI?^G_Z1;%O-E:5B2#C MHKVMN6AOL.D;;(XY&Y8DGD MG[W7J:L0:/JUUI>G+<7UTQR+/JGGATV,IF95/[O;G@9'S9.,X/> MD/AS7%^S0Q:H$MHOE?\ >R;V7=T_+@'J*Z7^T;'_ _;;_OZO^-']HV/_/[; M?]_5_P : .?;0M:2*58[Z)W9"%9I9$PVQ%W';RQ^5N2>,U"?#>L/;RK]O6.< M,2LJ.03N.7YQD=%YQV]ZZ;^T;'_G]MO^_J_XT?VE8_\ M9MC%N2\6I8@WL_E"5D#;I6<@X7C(8#<,$$4?\(WJ@A94U#R8X+NP?O7?!.[D[N M^6'TQ71? VC8__MM_P!_5_QH_M*Q_P"?VV_[^K_C0!SUSX?U.Y_?1W2P70!1 M7$K"'^45'/4_S-D\\U++H&IMHTMHE^?-D9F?=(<.",8+@;O3G':MS^T;'_G M]MO^_J_XT?VE8?\ /[;?]_5_QH YXZ#K9NYI_ML6/F$$?G2[5RC#)'U*=.F' M1@U.=&U8V<'O?;I8X2C 3.H=B^02P%2N\9QFMK^TK'_G]MO^_J_XT?VC8?\ M/[;?]_5_QH YK_A'M?:&1'UEO,))$BR,,G;(%XQQ@LG3KMYK4L- *U&UEE$M\ MSQ&-E1F=G93YC%>#QPI).2<5H_VE8?\_MM_W]7_ !I?[1C?^?VV_P"_J_XT M 85]X=NYM7EU"WN@4'=0H!D9/E_=Y&1]W.QN1ZTRWVZQ@=ZJTJ[,.5D8+ MW@XQ\H!]/O9YKH/[1L?^?RW_._J_P"-)_:-C_S^VW_?U?\ &@#E)M&:063: M>(+N6XC$H:Y5)B.A7&,XP, \=.O'(QJZCI>KWMY!/!?K;1&-1-""3SDYVD>S M'GU5?>M;^T;'_G]MO^_J_P"-']HV'_/[;?\ ?U?\: ,/3M U*+4+>\OKR.5X MQ,"$+-@/C !;TP>OK5?^P=?$<*1Z@B(@D#+]ID) 9"H^8CGG#WW_TP?\:/[2L?^?VV_P"_J_XT 95A8ZQ:27!N+C[YX^\LA(C7C:I"'/ MN? 4UGQ:#X@WPE]1C\H1N'1I7F1@C)&*Z7^T;'_G]MO\ OZO^ M-']HV/\ S^VW_?U?\: .9D\-:TT?RZJ1(4*EQ*X(SL) .#@9$L>F>*F_X1S4 M9&U)IKN.0W$<:1[W8@JLA?:W'"D': <=B370_VC8_\_EO_P!_5_QI/[1L?^?V MV_[^K_C0!QZ^#-4,ZR_;H(76!XU>(8*DF0KP%48^=] &I157^TK'_G]MO^_J_XT?VE8_\/[;?]_5_QH M456_M*Q_Y_;;_OZO M^-)_:5C_,_MM_W]7_&@!+O_ (^K#_KN?_1;U;K+N]1LCKQ^ M[?WJU_:5A_S^VW_?U?\ &@"E%I4]>)9]3+1^5)%Y80%L@X7YO3)Q@^RK[UKU M5_M*Q_Y_;;_OZO\C1_:5C_S^VW_\?U?_&@"IIW_ "&M9_ZZQ?\ HI:U:PM/ MU"S&L:P3=VX!EBP3*O/[I?>M/^T;'_G]MO\ OZO^- %JBJO]HV/_ #^VW_?U M?\:/[2L?^?VV_P"_J_XT -TO_CS/_75__0C5RLG3-1LEM"#>6X/F/UE7^\?> MKG]HV/\ S^VW_?U?\: +5%5?[1L?^?VV_P"_J_XTO]I6/_/[;?\ ?U?\: +-%5O[M2L?^?VV_P"_J_XT?VC8_P#/[;?]_5_QH M4 M55_M&Q_Y_;;_ +^K_C1_:5C_,_MM_W]7_&@"U157^TK'_G]MO\ OZO^-']I M6/\ S^VW_?U?\: +5%5?[2L?^?VV_P"_J_XTO]I6/_/[;?\ ?U?\: +-%5O[M2L?^?VV_[^K_(T?VE8_\ MM_P!_5_QH LUG:[_R!;GZ+_Z$*G_M*Q_Y_;;_M +^K_C6?KFH63Z/<*MW;LQ^X E4D_/>@#9'W1]*6D7E1]*6@ HHHH **** M"@U6O;^WL(U>=FR[;41%+,Y]% Y-4SK;1C? <:5[,,/>1HT8 >I",6'Y5+DD: MQHSDKI?UY=_D5=:$HNKJ6 1&:*R#H)(O,&=Q[9'6LF?Q-#:3O;G3(II(Y!&6 M"[=YVL2%!'WLH0!TY'-:\NKVR:VK0"2[:6S5HTMEWEEAN/>@'N2*L?VQ)HQ M>V=S9DG$G)%+F5]Q_5ZC6W^?W;F';:]]MO;&!=)A@$\Q5M M^&.T9Z #KP,YZ>])_P)-&5DDCT198HW92R#D@; , KU._H<8P:Z"76H5GDA MM[>YO)(SMD^SH"$/H6) S[9S3[;6+::8P2K+:SA2WEW*["5'4@"!'[$T^9] MA42O8P8]:5--M[J>PMF$TTB;HURJAXJ1-;T]66X:?RUB(61)%* MNA/0%3SDW]O7M1S+N-X>JOLG*#Q+,^GQXT>);AO+3U;G]MJ%\QM.U$1? \J/([>NW.[]* MEDUJPCMH9DF,PGSY*0J79\=<*.>_IWHYXA]7RG(QZYJGV2SZ7;PAI_N M$\G+;EQNVDD9!R".#WZUK1:M%/K[ZI MMRG/G4[BPGC@N=/M[EII)MK1Q*(*J-M'!)R3UZ]*4> (!).ELFB1_:3&6*'A5 M((WMO3!SG]*WK?6;>:=;>6.>UG?[D=Q'M+_ .Z>A^@.:8^NVYD9+:"ZO-A* MLUO64=MQP"?IFCFC8/85;VY3*76(UTUKQ]-A \Y8P@'S!6 .2,=>>@S6WO MTJ#^WX&&Z.SOY8>OFI;-M()1W(_"CGCO<%AZK;7*S,OM1?\ M06%KIT (FB5 MW*Y*H60-D8XR&..3T/I4=UK\-M>&-+ADVEP%4_.=O;&W[QZXSTYSVK?:.L:> M+$7GVI# 6V C));^[MZ[O;&:@_M^V0;I>]MXO\ GK-;LJ#ZGM^-'/%=05"J M]HLS;?5TD%_YNDPQ"SA$C-G()*[L8VYQZ$ U1G\1E+&69-&@0>6I1W/&YE0\ M_+T'F#GO@]*Z>ZU:SM/*#2&225=T4<*F1G'J .WOTJ.+6[1YDAE6>UDO8U! M9Z^;\!8=&ACE:.NBR./GQCY1A3SSSGI[UT%QK-I#<-;H)KB9/OI;Q-(4^N.! M3[35;2\D:%':..=1N:&9"C@>N#V]Z.:-[Z-11YN5V.=D\0*LEPD>C1N8(Q(_ M;C#;A]WK\O'KD=*2Z\0Q6<<^ 2XRT<@C5"I#OE=V0 I&,< D\$">E;AU^S8G M%$N;E%ZR6]N[I^ # 8/X58BU6PELY+M;J,0Q<2,QV[#Z,R#[&CFB^H.A5CJX MLPY=4:UMX&DTRW;=")))&&Q4))/RG XZ^XJH?$N4E9=!7<>HX[X/2MC[' M;?\ /O%_WP*HIKUB75)3-;;CA3K6=E*(99"TY&!$A=\>N M!D@>]'-'N'L*M^7E=_0G^QVW_/O%_P!\"C[';?\ /O%_WP*K6NL65W/Y"2,D M^,B*9#&Y'J P&?PILNN6,X*A5;:47IY&Q]CMO\ MGWB_[X%'V.V_Y]XO^^!41U.Q6Q%Z;N#[*>DN\;3^-5AXATW(\R62%&.!)-"\ M:'_@3 "CFBNH*C5EM%_<7OLEM_5[Q?\ ? H^R6W_ #[Q?]\"H[S4K.P1&N)U M4O\ <4?,S_[JCD_A4-MK=A1]P?\\WJW]CMO^?>+_O@5G:IJUC:WBX^/F992S11J7<# MRWY*J"1UJ[9ZG9Z@6%M.KNGWXR"KK]5/(_*CF5[7!TJBCSN+MWL9D4N_Q+/8 M&UMA;)'N5O*.2V%RN>G&<_\AZ&M?['[?\ /O%_WP*IR:_I<N3VI*2?4)4:D5>46OD9VGVMN=9U@ M&" (@Q8^OOD+JNO^?>+_ +X%'V.V M P"?>+_O@56AUS39YEA6Z"R/]Q9%:/=]-P&?PJ6\U*RL"HNKA(V;[J=6;Z*. M31S*U[@Z-12Y7%W]"OIEG;?9# H\7^M?^ ?WC5W[';?\^\7_ 'P*SM#U*SNX M'B@N$:59')C/# ;CSM/.*GNM:TZSF,_UV@E'5%!=E^H4'XT^96O<%1J.7+R MN_:Q:^R6W_/O%_WP*/LEN_S[Q?\ ? I+6]M;V'SK6>.:/NR-G'L?0U3?Q%I" M2%#?P\!8$E0? =AP/SI.26K8*C4DVE%W7D7?LEM_S[Q?]\"C[);?\^\7_? I M3+_ +X%)=7EM8Q>;=3QPIG +L!D^@]345IJUA?2 M&.VNXI) ,[V&QZX/-%U>PE3FX\R3MW)OLEM_P ^\7_? H^R6W_/O%_WP*BN M]3L;%E6ZNHNG;D*S?,?PZT^UO6K^C,EK<1S*#@&E&!P?0^ E\U>P>SFH\UG;N. M^R6W_/O%_P!\"C[);?\ /O%_WP*K7&M=9:S-#-?0)(OWE+C*_7TJY'-%+$)8 MY$>,C(=6!!'UH33"5. <4FT[,9]CMO^?>+_O@5G:Y:VZZ-<$01 @+R$']X5,- M>TEIO*&HVI?.W'F#KZ9Z4WQ!(D>A73NZJH"Y+' \^$T]@E3G%I235S27[H^ ME+5&TUC3;V016U];RR8SL60$G*O4)I["E"4':2LPHHHIDA1110!DV2+<:[J M%S(SP%;>+_87:&./ M"/PIVJL/[1G22%7MWL]LK-*(PHW'N:PGTJ&YU)[LP*T$KL[;+U I4JN5/MP6 MX_ODU2BEH93J2G+GD]?\B]87!T31+6$:M8R0JY@CE6V9PS9X!(?[W/XFH]>8 MZG#-IT]Y;;HV3#_89,))D8^;?C^(CT)S4MKIMO/I\=I;V?G6]O+O79>(=KC MH25'48[_ (T^YT-+^ZFN9;"1C(CHP%VN!N 5B.,@\>O6ERKEY>@U7G[7VR?O M7O\ ,2/Q(KO;I'J=HPFP%V64A'.1UW\<@]:,?0B?Q!82_P!IZ=]O@D9 GD$E M@5)((W]1V!SZTQ? #MHLJI%IC(T,@EVK=+QP,#IP..V.]6H]':+5'U$6,S7# MR>82UV"!PPP..GSGBFTFB85)0?-'S_'0F.K%"%DU?3UDR%*F!@X>TER>SZ7N5M4-OJ_V:<:OI9EMIBREXB P0_O%/S\K@9_ M &M)=7RN]M9TT+M+?- PX!QGF3I5-O#B.SE["9MZR*P-RIXY SD<$"K*:T9;M[==5L#\BNK?9FVD,<#GS,$Y[5'?:$FH7[M7LVF2+<,NTM'=A?X2,_7D'/JJGL*B7PXB ;+&X5AMRPNUE"BEL$ MZDIVYGLK%C3-#O\ 2[]J-OE:%Q87MY:/;7 M-Q9R1R#:P^RM_P#'.*E^TWW_$#A_P!_U PH^TWW_0/_/(X_P *%%)6'.K. M<^=O73\#/TC2]7T[38K4WEC^[R"WV9F+\GYF.\98]3QUJ/6]$U'5M.:)KJS, MZ'=$PMW3![@G>>".#[&M3[3??] __P CC_"C[3??]\?]_U_PI7H4J\U M5]LG[U[B1P:BD:H+BS0* JVS8'L/GK+OM"O;G5[+4%FLC)$V) T# ,N#@D; MSEE/3TR:U?M-]_T#Q_W_%_PH^TWW_0/_?]?*;BFK,FG5E3ES1?2\ $0PZ MKGY;RR]{1C_ .U*RK+0;ZRUJYO[Y[+9,@Q_H[?NVS\P5=_ ;@GGDBM;[3?? M] \?]_U_P *H^TWW_0/_?]?\ "DXIA"K*":B]'HQDMK?3PO%+/9O&X*LK6K$$ M>G^LK/T31M2T]&XA^U6C RDI(T+N[KVW$OV']A6G]OO^@?_P"1U_PH^TWW M_0/_?\ 7 "GRJ]P562@X+9E/5-)OM3L7@>[ME?&8Y$MV5HW[,IW\&GZ;9:E M:::;P&2QA9(P&2.W8]#WP=XSSWJS]IOO^@>/^_Z X4?:;[_H'_\ D=?*.57 MN'M9>S]GTOQQ= MV>W[1T%JW38_32KGVF^_P"@?_Y7]_=JZ_WZ&J]%%)W M02JRE!0>RV*AT&^37XK^.:S*,C&13 P59>,2*N_[Q&03GI6H\I-$5>YLV!^ MVLC$$=QCS*=]IOO^@O'Z4E%+8*E652W,]E8Y[P MU:7!-U=6%]92VSL%@FN[8?OO&O[SY54YXYZ^V*VKW3;Z,M3;SWFR-U/V5L@ MJBI\$G=CL:ATJ,Z?:FVL-40*Q.P7*L%)Y/YYS^-7_M-]_P! \?\ ?]?*%%) M6'.M.<_:-ZZ?@8>5GZ;JMA!IL4L]H)? M#F1_(9FD;8^'9M_)(Z_7VJ77-%U/4 M;OO'=6OVJ-?W;1P-&S>J%O,.%8<$5;O+J\ MFGC^S1M,S9/VA>/W;^W^<5< M^TWW_0/_?\ 7_"CD7+RE+$35;VRWO? ^O(CAM;^W2*&:RB55PJ+:MA?;_65 MD7_A_4)4]M;^_1S4X2^U1>0RI@(?[+O^8J>@]^^!6WIOO^@Z#,+;;=B?F5%W\9X.?Y5-IJQ>C6-8Q8 GS8LCSAQ^Z M6M3[3??] \?]_P!? *'%.UQ0JR@FH]2"XL;Z\B>"YGL)8'X*-:-_/S*HZ+H^ MJ6 N/-N+=IC*0+B6%G>6,?=R=_&!QCVJZU?M-]_T#Q_W_'^%'VF^_P"@>/\ MO^O^%#BF[CC6G&#IK9F&VD7^HZ4X%W;1W*22-!,ENP>-LG&#OJ_I-AJ%IIL$ M8-G;R% 9$$#,=YZY;S/F.>]06&K306_ES6L,;M)(55KM 6 8\@5:DUIH5W2P MP(,D9:[0#@@"J2!^-'*K\P>VFZ?L^E[F=K.@ZA=/'<02VYE+JMPD<1C$\6?F M5SOY '/KQCO6PEM?QOB8..>S2,# 5;5@ /IOH2_NWD9%L5+* 6 %KQ0HI-L)UIS@H/9&(WAV]CUJ&1&M7LF#.TJD112&<)N\&?H M1G&3FMB:SO;B%H9I;*2)AAD>U8@CZ;Z2?4KBU"F:T1 QP-UPHS4OVJ^_Z!P_M[_K_ (4**05*\]ZEG)[&-I>AZC9ZAU;6::)G*1D..:OW M^E76HP^7/<6NY>8Y5MF#QMV93OX-3I?W4D*S)9*8V 96%PN"#WI)]2N+:+S) MK-(T_O-<*!TS_2A025ASQ%2< :7U_,0],U.UL)\[VJWKLWGRO 6>0@X#%@_0 MC! XQTP*CUO1M2N+>2ZLYX$U!%.UH(3&\@[H6+]"/7H>1BM@75\1G^SA_P! MU_PID5_=SQB2.Q5D.<$"?"D'M2Y%R\HUB9JK[;K^'IZ>1'::?=6=LD-L]E#&! MQ;5A^?X?O?M]NT#VYM)I<7=O'"5C;@D.R{^><@8SGG.*W_ +3? M?] \?]_U_P *M-]_P! \?\ ?]? *;@FK"IXB<).2>K_ *.X*R$V5XT'D-) M8F'&WRS:';CTQOQ7+ZEH5_;-=--)[_U?U_2Z-2ZT^VO[M40W4*R#&0<8*GU4]0?<5!HT\TEM-;W#F2:UF:%I#U<#!5C[E2,^^:T%^X,^E M<_OZ+O\CH M:*9#*L\$NS8-OX?>_M6M6N?OH]0UXII]PJF\$82ZN4 8L#DK& >,CKD],^];D$7D01Q&1Y-BA=\AR MS>Y/K40>Z.G$17NROJTM.VGZ]/(R-2LCJ&I2VXD"]/&X)7<,B0GD=Q67_PA MQ&^:*6?49'*!ALP&SP_<]33H/!R1%M]TSJ^=Z[<;CA<9Y MI$$_B:ZBB@#F[SPL;V\:>2]SYNB]?XL$'Z5%)X2F9BWVV-C\"\))(M9D.UCNY V8 XKJ:* .7C\+WD,BE-5(7"JP,1)8!0#D[NI(!]/:A/"+Q7*RQW M[#:T)4,K'&SJ,;L'//4'&>]=110 "BBB@ HHHH *3%+10 4444 %%%% !111 M0 4444 %%%% !1110 54O?\ 767_ %\?^R-5NJEY_KK+_KO_.R-0!;%(P)4 MXQG'&1D4M% &9H6D+HFFK9)*945V8,PP>3DY_$G\,#M6G110!4N_^/FP_P"N MY\ 1;U]K=_\?-A_P!=S_Z+>K5 !1110!E:=_R&=9_ZZQ?^BEK5K*T[_D-:_MS_UUB \ 12UJT %&-:*,]'+)X>.H7!N? M12%W99HMIRR_,_Y& <^AZ55D\ M!EK>5#J3,\C(Y9XL@,/OD $$;L*>O5:G6SUC[0\]C-B%YN5WC@!N>#VZ].>E M)/9^)IEB03,L5,I\U,LP?)V_+QP,#/KS0 _4O"MS<3M7EC@ 9!R,=#^=5I+'Q.SLD5V(DR?F#*' M>.,2,9!(.<9SQBIGLM>GL?+EN&$HNMVY'528BI&.G #$<=2!0P*_@L2W 9+X MI"JXC39DQ\8.TYXR>3QUIZ>$7590]^'9@H53&=BX8$Y&[G=C#<\Y-0OIGBA8 MH[:.\W1+%M,F\;B<+[>H;GTZU'K6@ZY>ZM=36MPZ6\[HF*]#'G@$8/ROZ= M>O-%V!;N?'3W%K8VXOPL=K:BWQY7+87;G.>G0XJDU/PQ]J=Y/,+1QRP^5Y M:Q< [2,]>>M-_L_7X[2S2&Z"R1V\:RMN!+.JG.<]W4DHNT=E.UXRQ "XVYW#C/S#WYJK_,(A MY/30-J;&WVL GE\Y8YR3GG\J+>P\29#2W;JQP6/F(P.%< 8QQD["?J?2GM;> M([F1&DD:$!T;;'(F _,_#QR>A],4 6++PPMG?0W*7+$0XVKC@#Y\CKW+@_\ M 16_7+"U\42VTS/<'*7""-4*"N-QY&,X!Q]:L7EOX@,X-O^@A4'!5VAOAN15$Y M_P!/S\C2MX5MK:*!/NQH$'T Q4E065Q]KL;>YV[?-B63'ID9J>G\AE*ZD^; M<*****)DZ8RV^JZI:R$"5YA*+;2FFM7@DD>,ER054'3(D;"1-P ^%&/+'3KZ]M7+F1K1TC=HU!R[*2H Z\D8^I%'D!=Z[K[P1 M:"XQ).+<-(FWYB M0 <'DCYE)QV- &[I-4<7%K.VQI'69PFX;+=BGE,!D[AQSZU%X?\:C4M\=W;>3*L;RAE;Y&50,C[\\U)9>,+>[M@0,G[']*MM;01S*V02^\XQCZ]^E#6H&7<>(/%MS!;H-*>W>212S1PN2%_=G;S MT.'<$GCY".M3V7B'Q2UL$?16$B0%V\R-@2RQYVZ$EL2Z,D1@<' +&(=5! [^WK5RXU[7DT^UEBTLM*LA8&%\%@V%& M.J9'/S?2I-\9VNIW$,*V5Q"\P8H)<#.$608YYRK _@?2LUOB39SP22V-E<2 M>4"6#KLSTX!/X_\ ?)I"6I#K'B'Q<+2^AM=(99!(8HIHH78X ;Y@O3G P:OPW6JW&CZJNIQ-&J,GDAHR"5)'?H?TJ%?'4S:)J5T+ BYLW3":.5XO&4^MK/&5CCSU4,>K'H, <9/7L>@'W1]*J:K%%-I-Y'/CRC"VXGMQU_"HFF MUH;X:48U$Y*_];?2H6HXUBC6-%"H@"J!V IU5M.DDETRTDE),KPHSYJ2HS5F MJ6QE)-2:84444R3!.H6^@7]VE^YB@NI/.@DVD[V(9!CG=D9 [@^U;<4BS0I M*F[:ZAAN4J<'U!Y%9>G1K>ZI>W\P#/#,;: 'GRU4#)'N3G)] *UZB%_D=.)Y M;I6]ZROVV_J^NY0'_(??_KU7_P!#-7ZH#_D8'_Z]5_\ 0S5^K.8**** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"JEY_KK+_KX_JD:K=5+S_767_7Q_[(U %NBBB@ HHHH J7?_ !\V'_7< P#H MMZMU4N_^/FP_Z[G_-%O5N@ HHHH R]_P"0SK' %UB_P#12UJ5EZ=_R&=8 M_P"NL7_HI:U* "CO110!RR:WHMK.UIJ!A64N54NFXMN8X'0G&<=>*73_ !9H M-U:&\91;!)0IWP$%2V0I)Q@;@,YST(J6'2=&N7-U=QPFYW,-$(J0W'?U IT

MVB^&9A#8O%;-F198XA(02RK@$8.3A: T$'BCPZ)V82IE45O-$#$$$D#! YY! MJNVK^%+.ZN-1C$;W,P0S20PM(S#(VDX![D8J0:9X7T^\CC6*7I>0 .69RN M2Q;GG&3U]:ATW1_"%S9F6P2+R)
1N6=P&&>>K<@'\NU&@6+K>(O#MK*W^D0) M(%(;;$CN+*[TQ=0LX$NHROF1;$&6],9Q@\=\5GCP]X:5K ME_(@)N ?.+3$Y#$GN>,DD\>M6[2?2;*/9!2W6;RGBRXB?[I.T'KZ>]63XC\.1,
(?/A4OMC"^2>0W* MCIT.?I3$T7PRTPC1+??%#%'M68X"+D1\9YZ$ ^U)!H?AA+J7R8+<3;AO/F'K MC '7]* %C\0^'S96UT%58+L/L8VY (0'=GCC !J63Q!X>M;:VFDF@BAG!\HF M(@?*
<'/'RX.!SCG%2'1M"FLTM?*A:WA+LJ+(<)NR&Z'@'<>.E5KGPSX>NC9I M.J-%;!UCA:8[3N.26YRQR,\F@!\?B7PZTJ,MS"K;05=HBO!"XY(]&7CT8>HJ MHWC'P^C1+)Y:I(K,
[>7D(HZ$\=\].O/2K$6A^&-4>Y2.V@GVXAE4.2HP$P,9 MP#A4Y']T5/-X0T*>1GDL%)8$'#L!R<] >N>]&@A;C7-!MK:)YY84@N(C(A,1 MVN@!;TYXR<=:=JT=N=#GFAB1=Z)A@FT[=PP/7*==>&-
(O)(9)[7?)#&8HV\ MQ@0I!&,@^C'GKS2ZM;Q6OAR6WA4)%$B(BCLH('Y4#-4?='TKG=;DU!RPN;9 M(]&1Q]H:.3=+(GKC'"9Z]\9KHE^Z/I575)HH-*NY9\>6L3;L]^.E1-71OAI\
ME1:7_KIY]BT,;1MQCMBEJKID4D.E6<4HQ*D"*X]PH!JU5+8RDK2:04444R3G MI[N?2-9FM[.T:^-Y^_$,;!3"V "S$\!6QUZY!X-;\9=HU,BA7(!90J_ M^AFK]9X_Y&!_^O1?_0S6A5G,%%%% !1110
4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !52_UUE_U\?^R-5NJEY_KK+_KX M_P#9&H MT444 %%%% %2[_X^;#_KN?\ T6]6ZJ7?_'S8?]=S_P"BWJW0 449
MHH RM._Y#.L_]=8O_12UJUE:=_R&=9_ZZQ?^BEK5H *.]%% '$/X+76-4FU. M6^EB!4QHD2C((8Y))ZCGI6AIO@C3],N+2XBDD>>W&!(X!+#REBQ[<(#]<^M; M>F?\>A_ZZ/\ ^A&KE
'.:5X/LM*U--02626= RH7 X![?_7[U6G\ Z;![%M*D MTXW$HB>9YMP #9:-HSSWX81^ M J5O =AOA9+B9!&X? ^;D'\^!SUZUU=% 7.9M/!5A9VUS;Q32B.XM!;2!<#
M./X_P!ZJ'!.YG8,Q!'KVY)/'KBNRHH YS2/!]GH6HW%W8SS M)]HV>;'QM(12 !Z=_Y ES]%_]"%:-9NO?\@2Y^B_^A"@# M1'W1]*P-
7TV^:4ZB;LW,=JWG1V!C"QL!Z]RW<$\9QQ6^/NCZ52U>]2RT^0XW M32 QPQ#K(YX _SQ4S2:U-\-.<:BY%J_Z^7JBU!,EQ!'/$=TM9,&OZ&TL,$FG2>.>QP/J15G,DWL=_17$2ZAIL<.FW7]ENL-
V6!1FPXZ8QSSUJO_;FCS3A M;:QW1K_K 3R/D9NN[Z <^])-ZH[^C*X2WU33S$>MB0K.YC/RH 2!R6Y MZ=J?-J>E'3M/NH-/)^V,-H9\[5$BHW?D_-T'XT!9VN=Q17!_V]H:Q2.^F2JL M8!>@X'
H"SMJ^HZ3ID/V61X56 M-9MSDL> $8FBX-U#*P8X(/(--N--TBV5&GC2,. MZQJ68\L3@#\31<.5MVMJ:M%9_P#8FG?\^R_F:B;3-)6Y2V,:"9U+JFXY*C) M_4?
G0"3>Q:N_:;#@_Z_P#HMZMUB76BZ>+FQQ;CF8@_,>?W;_X5-'IFD2S2 MQ1Q(TD)"R*&.5)&1G\#0"3>QJT5S$<-G)XCFTPVD/EQQ[P^]LD_+\OID9R?9 ME]:TK;3-(N[=)[>-)
(G^ZRL<'M0%G:X:=_R&=9_ZZQ?^BEK4Q7,P6.E6U_K4 MUU&D<$,D669CA1Y:_P"-:_\ 8FG?\^R_F: L[7-#FBLJ73=(AEABDC17F8K& M"Q^8@$X'X U+_8FG?\^R_F: ::W'Z7_QYG_KJ_\
Z$:NUS^F:;I+K);^6AG5 MF-)(G^ZRL<'M0%G:YJUFZ]_R!+GZ M+_Z$*9<:;I%G;O<7$:1Q(,L[,< 55UK1["/2)W2W4, I!R?[PH"SMC.C#QK1:E"Z3Z]+>?E MW-&PNA?:=;787:)XDE]-
P!_K5BH;2V2SLX+6+_5PQK&OT P/Y5-5*]M3"?+ MS/EV"BBBF29]YIAFN1=VMPUK=A=ID5=RNO8.O?VZ$>M5+O2-0U6W:UU&^A6V M8@LMK"4=B#D?,S''(!X&?>MNBI<$S>&
(J0M;=;:*Z^9Q>J7.J:?=.UQ&]P(K M90TUL5!==Y +JPX]\9'?BLU9_P"U)5NY]5-E<6TI2V3:KG?EDRS %3M(P,^ MN:[&XMH;S6)H)TWQ/:*&4]QO-*?#VDDH?L,/R'W^!Q[:U)>0"V+S1F=#_Q\21A-
N,G[H)(M_ ?A44;0^'(5AMM6-Q;AR7B("LDI+;MA*D<[6^7(Z'GFNR_X1[2<8^PQ8],< M=,?UI4\/Z7'$(ULXPJL''J#SSG_@3?F:.36]P6(LN515GNM=?QO]S1R%[?3W M=O'"[S06=P[V\LTOEOM SO
50?IUZGH:L17=]:VUPEK=7&HV]H@RRLJ2(N,@ M.&7DX]#GVKJO[%T_RFC:U1E=VD8'G+-P3^520Z99V]O)!%;HL4HPZ@?>&,<_ MAQ1R=;ZA]8TY>56[:[][WO\ B<1-.=1E$-
_J4EA]ED#+$H6219<94_*N !GD M9.<]J=)JSVRL;EI+AX&8^;;&,KN7.3@@$'KQS^-=G_9%AY\DWV9-\IW.?4XQ MG\N*BAT'2X(I(HK*)4E^^H'WOK^=')U3!XBZ47%66RUT_&_WLY*XBDCNQJ%S
MJHMM02'S(XO+W*(CEB'8+U.PD<<8[TKZ^R!H6>9)!DG?)$(^",G.W)&2.W6N MK?0=/DNC<2P>8WDK QR J[O_BS3GT'3))&D>RB9V;>2RYYY_P 31R6V8/$.
M5N:*=MM]/N:_&YP\5PNC7$WDZJ"[,OGQE0B,_P RXC.TX($1!R.<=:OG4[VY MMS/%)/;QM)Y/VBX,;#.,*H);CZ ^M=/_P (]I7FM+]CC\QG\PMCG=\W/_C[
M?]]&GIHVGI!Y"6R+%Y@EVCH6'0_H*%"VB8/$N3YI13?]=G;\#CXI_P"QA%:6 M>HRWUHF$CV;1)'EBN,E<%=P(ZC%1R:A#K2I:S:C+;6EPR[C\K22'@KC:N%YP M/<02,42XB>- Y#!?
F5P,')'<_E69/J# MW%Q#<-J,MN]L5-L(U5P@D ^9R !@@CY1]:[J30M,FM?LTEE$\.]I-C#(+,"" M?Q#'\Z#H6FLVXVVD>>^!@'H!_(4^1/1L4<2XOFC%%)]_STVU]#F%UV^+20[KJ2 M>.-I/W4T>QE4
D@D]QVSS56"YEVSZO#K7^G%$^T6I&T;,$HI.W[P&XYQTX] M*[./1M.C8LMI$&(()QU! 4_H /PJ%?#6CKC;81# (Z=01CGUX.*7)?=@L1RW MY8I7WWU7S;_ Y:7Q)>+A
]U"V2&DFD3RT(!)Y523]T\>U%E,U@9(=/UIKM-C MW-Q$2L3(=WSLN1@#';"WU"Y MNTC(^TQF.2(XV$$Y/'U_F?6CDZM@L19(NE%Q5ELM=/QO]
[.5_L'69K@:FVI&&^1/+CB&&7RR^./>I=NO$;1#="3IN-Q%Y?USC=C_@-=+10H6V8/$9(62#$:AT61/;YA@C\1BDN=)U?6(C;74\]K:'!?&3\V.^,5OW?\ Q\V'_7<_ M^BWJW1R7W8+$DXCCN8I#_
,M)IHM@_P"^02?R'X5' M!H>KZ/&19W\MU"[&22+*QL'8Y8ID8P3_ \8]:ZJBCDZW!8BRY5%6>ZUU_&_ MW-'#P:?JVJ7^K6C2RVVVT,KHEPTS(S;3& 0 H()([YX]ZTDL-S6<4+B6(;D>3S!T)P,
#TR<^U2"/Q!#\DPN)V'_ "TMYH@K?@P! M'TY^M=+11R=;@\1=*+BK+9:Z?C?[V<78:#J\X_M(:F8;Q^"\<<7!786RRLV.2 M2.#CCWJ_MUXC:(KH2=-QN(O+^N<;L?\ :V-+_X\S_UU?
_T(U=HY+;,'B.:W M-%.VV^GW-?C:X;S+F$812V 4.#@X '/7KQ4K0Z_<#RH MC<6^[@RW,D3!1[*N<_3BNEHH4+:)@\0Y/FE%-_UV=OP.6@T?5]%ACM;.ZGN[M)!B-0Z+
(GM\PP1^(Q1<:1JVM1FUNYY[6S8@R;W1I&PTFM\M:KE7()&#O(X(XP/KFNJHHY+Z-B6)<7S1BD^_P">FVOH*Z>0<;HYXMA_$@']*B70=9BGDU)-3_TZ4!981@1L@SM&[;]X9/S8[XQ7
M544ZUU_&_W-'+S M6&M:G$]H[SVMO*I29YWC6B*HC<.@<* M",!@PY^H-=G6=KW_ "!+GZ+_ .A"CDZW#ZQIR\JMVUW[WO?\2J]G>:SY4>H6 MT=O8HRNT#,)'F(Y 8C@+G!P,YK92-
(UVHBJOHHP*4?='TI::C;4SG5!+DC]*I_\(O?>;+&=386. L4"EAM4(ZC)SS] MY3_P&@#8_M2XSC^S)?4ELY]J -C^T+O_ *!5Q_WVO^-,;5IDD6-M.E61 MONJ94R?
H,UA1Z)KZ:C/F\=H5P86:3@@$':1U)QD?_KJ]JGA^XU*^AOUG6"X2 M((, G8=L@X.?^F@_*@#3_M"[_P"@5/\ ]]K_ (TBZE=$972YR/42+_C65;^' MM4$B?:-7D:/>68*S E-Q/E]>@]>M4-
2\/:_%;H;#4I9&+XDC5]F4P>A/ YQ0 M!TO]H7?_ $"I_P#OM?\ &D.I70QG2YQDX'[Q.?UK/DL-732]1M8YPTDNYX)- MY#+N/W<^WK[CTJK_,([K39#ZN"NT!2%.1P_.<_>'_?- &R=1N00#I<^3T'
MF)S^M+_:%W_T";C_+[7_&LH>&[[?DZF_/!;+;L8< =>P8<^U&CV.M6>M79N MI))[5VQ$SRY"H,8P.N: -*/5II06CTZ5PIP2LJ'!_.G?VI<;@HTR8L1D#S$Y M'KUK&M_"MY:QVT<&I-
&D."RKD!SF/=GGG(5Q_P #]J1?"^I&Y,[:J=ZQ&.(K MG*YQG)SR,CIVH W/[1N_^@55_''%46\,ZL9GECU;RGHQTYXH$;G]H7? M_0)N/^^U_P :/[0N_P#H%5W'O^-8\?A[A[55C4OJKLZE"OS-
MX8DYR>A JQ'X?U4N3/JI=7 M*%PI8=A8#G@':__'WCM0!J+J5TRAETNA$B<_K2MJ5TH).E3@#J2Z_XU M2L=*U*RTB33Q=1NP!V3N#G)/3&>F..*H3>&-6ELDA.L.Q:'RY@Q;$A"!0>#D M<[C[\4
;3:K/&F]]-E5/[QD3'\Z5=3N7SMTR8XZXD3C]:R]1\.7][-M74%6U M^S"$1%>-VTC=^M++H&HQWLL]I>I%O$61\W)7RP:A= M^=99TNX'[_CYUY^1O>K.C:?<:=;O'<3F=V96,A)))V*">?
4@G\:L7G^NLO\ MKX_]D:F!#_:%W_T";C_OM?\ &D_M&[R=*G _P!]?\:TJ:P)0@ $X[]* ,]= M2NFSMTNM/\ M"[_ .@5KG M]H7?_0)N/^^U_P :DTO_ (\S_P!=7_\ 0C5V@#._M"_Z!-Q_P!]K_C1_:%W
M_P! FX_[[7_&M&B@#._M"_Z!-Q_WVO^-']H7?\ T"KC_OM?\:T:*,[^T+O M_H%3_P#?:_XT?VA=_P#0*N/^^U_QK1HH SO[0N_^@5?] FX_[[7_&M&B@#._M"_Z!-Q_W MVO\ C5#6KZZ?2?A6TR=
0OS%UX^8>]=!6=KW_($N?HO_ *$*M=-^T;QXTG+=^:SSD?YFAOD1I2HLXZK[RJE@[IZFDS(DZ38Z'C$\UZQKD^3D]:+)@U)2&0E"TJ\8Q(<XDO4L@4C45%8NWD\W(G]SR0[.C2J=MAK[
!+,+6::Z%M#)'QJ3;:UBKQ*FTSAJA$^%A6F5<SACGEJ/'2^2L<8(SG(QCWSG;E/1WO^<"C%OJ!E>$AUDUVD(]&7;6*BOI&%PZ=O2G4JMA:JD8[_IN@!2\S:!QP^PKLF*O0%L%V]!B5M]<IER-
'MQ%>%@8\ MJ6[8VD<'KTZ\'TJ!M?TV61&M]*@,(SO)48/R,WWN@P0 ?H: +?VWQ+YT]0,Q_BAZ6]6FWRU0%S*P5/!<>IW4?3$PT.IO%DTV]4J<O:HU##3'^&;X]1\/8N@P*DFS#AW8]MP]V\H*IWX]$0!0RD"LHP6TFS$48=
<<].M3OJFG):6JJ.H!XX1QTQKE7&TM_0YM@DZOG,M!O>?.RJ9V;(1J&7P[R&-[K<<I93=$N2F!+$@S5=84&02^B%H:4F(;"]_CM<&.-6M$/JX;0P<;AA]*K0X3Q&C#1ZW?[M9BA6V;V>U?G3
M6B=Q&O"K@_+SN/!'OS@U&AJ%%^/&6Q.&2JA0V@5H4W66>'6*Q3&I8/(=<G.BA=;>5Y)V6>'^Q88%QK>!J$*6-85J0#?;IEV3UYE&G\AVY3_FOBN@6AH:<X*3P6@:+WVY>%+:IFN9BZ-^P?A3H
)LP&)P>@&/<Z@;NXZ4 =;]JM_^>7'V9B)#O)QK=+SPX/>U;:@9HXZTI4:+I"2"6V>6UH(
+_OL4?:[?\ Y(2?B3W%HDKMNJ]IL)7H9;SB-2.$P^6W*@#*M_%QZ^/1V**1JBZD#R'^[NXF?0[[2&#=#M\I(;ZY/GV.I6HFA-C$&:Z(6'MJS]:8'P.HJNQ)"!S/8!ZVNQ70=BV2%<CFQG=\SQJWV/J
M*RD(!GKZD[GCD#ID8QZ.DU_)0A?OP\6^D]76=DP^V@59I@=CV=P%G9@9$)(1^F+(=U_RA&PN#MVO9J81M2JWFNS22+50Y>@H17P[P@+$-4C[D&.Z.+O8$5K0NHOPV+F1W!0-NJ^5C2I4
"2..2.F10!TGVJW_P"=7_\ 'KJO\ GU7_$;HY'*/5KQ!?0&T2)BQIPNRY:DV(!2X&I1QSOB&AG33%!W17ERO]Y\J32B?@E9P.$=W5:(KVD@G0A!XEG.&0)'FQSD^,NHQ69XU/FP;[V/E
MRC@>N:EN=3TZZ%RK99]IW=;JCXZR9AB3CI]V9!U8'<T)2&;&3+@[9S+81E<+75(T/JFJ0G&UP>O5[6I9BV(UR^+S#E%C$[-73$T.)?NNCTT$T\'"2T?H_HW'MZS'=XR0F6V4J5.1\LX>^3Y
MOIFGKY<,C*=N Q4(0^>R-N.#[4 =O]KM_P#GXA_[[%'VJW_P"=7_\ 'KJO\ GU7_$;HY'*/5KQ!?0&T2)BQIPNRY:DV(!2X&I1QSOB&AG33%!W17ERO]Y\J32B?@E9P.$=W5:(KVD@G0A!XEG.&0)'FQSD^,NHQ6
GN#36UC38TA,FC01F9"Z"1@!C=M^8XPOU]P.: .L^UV__#\1 M?]]BC[7;_P#GXA__&0*R/*2+W)>:9"+\!RHVC6O8-**^#KFRGXE8R,8*$;=CIX*T5_<1:;B7
GR@_[X%']DZ?_P ^4'_?:/\ ? M H F^UV__/Q#_P!]K_C1]KM_^?B'_OM?\:Y4>+X;6U1O_UU8;/_P!:I3XVDTR!#N[BF7<+YI%X5:X]DF'%/\\AT(E>57JR)'1V.$F/J[A=CW$\]23:,@J*
M<7<@CA6T7AP34]]'9R:G.E^(3;&T3 M>)B OWR1G/OBH6M/#5J/.*V$0B 7)D "C[P'7\:)HM=M9)#EU**-F6&/>R; M>0=N<#\^M0V_B6QD]$PSE;B8ZNZP=X9Z\QQE)T\J'+X9Q:*TKXG'J%Q=R7'K
(P_RE<< M$_AW]*F5-!9@RM9;DQ*")%XR>&Z^I'/O0!2D\5:/*LT5R&\AHU(W1$B0,#P! MCKQTJ:SUK2E$\%M&([6U5.4BP"SL5"J,E.EL]!C9XY5M0RGLAD4D#/W@2>F3UI ,B\46#1R&02(\62&
MO,H/T)0\].U-M_%6FS1[W$L(8]%#Q$;@1D=O3.?3%++:>'(;M=|=L)FE+YW_ M '6PSY//'&X^G-6[.RTN:W06]O&8X7(48SM.,']#^5 %2?Q%HKPAGCKACLC8.P M:)OD(^9<<
<$X!'KVJ5/$6EO97%V&D$5O_K=T+ KU'3&>Q_*IQH&E ?8HR " M.'XXHD MT+3)GWRV:2-DG?=@@0I(1.,\V:!YAA@MN&BHKCQ_*QT17ICACCI)%CD-)%3/
>F,_6KDWB72(&(DN,%20?D)V MX+@D^V8W_*IWT'2W)+6,1)&,|^A7|.#BE_L+2_,D#TZCVK,M/$^C2645VRF%GBR4|HY0*@?!X_NMD>N M>*U8M'LH+I;B*(I(J[R,C'U5NH_')J,^']-
$'DI;*B%T=@O| $4?>,YZC<2?Q M- %5?%>C.TH29F,()<")C@!MN>G3/]:NWNK6.GF#[4XC\|[.P[2>@R<^E*-& MTX1/&+5-CJ59><%2PPEU#0[7Q@?+DCK\XX_VO>M
MQ=*LDO5O5MT%RH($@Z@<_P")_.H1H&EAF;[%'EEVDG/(X]_8?D* (K?Q!IUU M>K:0NS2F1HO]60 RAB1G&/X6_(U;O/\ 767_ %\??R-2QZ99PNCQVZJR.TBG
MGAFSN(^N3^=%Y_KK+_KX_P#9&H MT4"B@@ HHHH J7G_'_P^U8 ?]=S_P"BWJW0 449MHH RM._Y#.L_]=8O_12UJUE:=_R&=9_ZZQ?^BEK5H *.]%% '$/X+76-4FU.
"BBB@"CIB@VAX'^M?|]"-7-B^@S]*J:9_QYG_KJ_\ Z$:NT)M M'H/RHV@=AZ=*6B@!K(5905(P1C@BA8T10%50 , =!3J2@!BPQ(|C+&@,A MW,0/O' &3Z| ?E3]J^@_*EHH 3 '@I12T4 %%%%
!6=KW_($N?HO_ *$*T:SM M>_Y!0A0!H#[H>[H^E+2##_2H!I11ZZDD]MYS M0_N(WWJH)&V\V:;H!1!.AUJOVGS.(@C0EKL^I5A25L8\$:AKGP[LNG3NF>HLQ6V@AGUXIPV?TCR-;
MUJ,;8V;^,^@-3?V!I7\4.5@KQL%]*[4ZX%KJAN:[2JN4]R5/[I,)79?M$(YGE)A[|E1(ZAJ[JQ=64]OF0,TQ7GQKQW9(H[\E/V|W,.)J^3ZMHP7<@|T(7NEKOVRD[J1FIWB=6HBU8V9
ME2/@*A],GIW-0OX/TZ27S-]R/WJR[1)QD$'&".F1G\3ZU>_MW3_P#GI+_X M#R?_ !-'O:?_ P'D)H(6_ I6_AB.VGED6YE;=:+:KN R "?FXP"<8' M3MSFFP^$+&.:*9Y9Y7C4K|Y7!R02<
>JCIQ5_P#M[3S_ ,M)?_ >3_XFC^WM M/_ +67_ PH)H6_ SU|!/.>:U=-T;QF!ZL;C9_!.7IZO'YK2%%Y" MY9NI)Q_A47]JO:|]])Y2%4Y9:9Q$Y?$*,9]2S5$-1?ZZUU]%<|IIO@"5Y@T[70I
MSUE_|!Y/_B:4_#B<*2 $&E16;2AD:4?I#_F^H+HYYSN_B!@]PFN^|<8Y4N^V\OY$IJ4KA3Y$U$V50^D.I5|9*$S5CX@0Q|L-|9)1+R%2QD!HSYTD%[44K_VI2IZ30$9Q@+&D?1GW
&E1BLW^WM/[2R_^ |G_P 3 M1_;UA_SUD_[|2?| Q- &E16;_;NG_P#/27_P'D_^)H_MW3_^>DO_ (#R?_$T M :.*6LW^WM/_ .>DO_@/)_\ $T?V[I__ #TE_P#'
']O:?_,])?_ >3_XF@#2JI>?ZZZZR_Z^/_9&H MX5[7L1NNJ1L%K3_$;Q_XV0#U[4$;DE_!L4[1@P+L^8]6L^#&-@*D.4^TS1I>^<98$N#4L)@HA=S'U2YTL5Z7>HCF.$C9$A8@?
STE_|!Y/_B: M)[O_ (^K#_KN?_ T6]6[W)IL9WA@7.0/#C^3@0%H!R^VY%E:80:]D7X%P(3M/=P:0L"D:G@N^/]0?E;FI:5H/\VGL8E*/9\#6\2J$NX1_WM?\ ;-RYPNWR
>3_P")H_M[3_\ 'GI+_P ;G_P 3 M1_;UA_SUD_[|2?| Q- $VE_P#'WC^7\J^@/G(_Y?^B>_ZU45L1ZT5TF]F#SAM%NZ;TC/N2KN:9%IGO[Z7BS7&X"4TV7IJ%(&]|"I^5MHS
M //27_P'D_\ B:/[?T__ +2RRQSWUZ_?^UDP%V*Y]N_]PA:6+:WQR(_X'/3I<LE4_[/J[23MK,B-8R!3/+ACKK/)DPRS:<H4"OV7QZT:!*=4#Z;7U5;!W)WZ
U[_D"7/T7_ *$*T:SM> M;PB?P^!#=@CTNU*!9_:=#=1BC)%!KP/1D70-JM+8TKM;U=DV=DH/SNJY"!!-W^VEFQ8*!>(9&2!6*.8=%=S3(WHOZ]1*Q4XQZ4M49Q=RRAQ+!(D-MXF
G:E+H2*L^]DQC R>>HSQQBH8HO$;75LMS(S1"56=D,:C&#N#=|= ,>^:Z7B MB@#F7L=+-|4190N,/-^[_O MKDXQU"[O:NHHH Y'I9B:A%]VBE0(F|#';<'X/K3H(_$<&G.I8 MM-Y@XRC-
MVC[A)QU_O>]=-10!S5L/$DFH6QO0$@CF_>&%EPZGS>V<[1F+KSD M&H1#XGVO"69E|PD,60 KO).2.<[<8_'/:NLHH Y;3X/$J7-NM[*S0QSC<(]F
M#'M<!R.,U)*/%"EO+=6)+%N=NW';).:Z2B@#EU3Q690_MG 1@C",L9)7*9SCO@R=#C(&/>9T|1R6MJR,([CRB)B2I^;<.W3E0?IG&>]=% M2|4)4MC*(=]T#ADWH%(VMC;STW%>3SC/6H$M?
$[ZE/,9#&CR;02R':@ M|S!4?BGWN[N?%>GZ?$S"225Y@A6"-9#&F).>G/(CZGGH",UVG%%&10 " MEHXQ10 44<49H *J7O| KK+_ *^/_9&H MY9&JWFJEX?WUE_U|?^R-0!;I'Y4C!I'Y4C!/'0 M'FEH.*
,GP];ZC:Z6L6JRF:[#MNDW9##MCZ# ^H)[YK6HI* *MW_H K'U'6.X9B&&^;ZUUHZZQ-YQ@2HG.HVL(ZZ?2H)/*.FEU5VN;'XZ~@BQ^KZ*EG>!'!E..#F1AQ>K-^1JL5WC~&_ZNZC12T
I:7_QYG_KH_P#Z$:NU2T_P KV1\CIEOLAMXC0PU)I==R+&?AU&@G0HS(NR+-TIV<2Y 4E&#KO5#TX/7OW&2&!6\HE!1L8J)7WFAF2&IV6-6Q7YCUQEW=!71L@LYLYYW(4_Z/9U<-
'+>)9Q974MZ5N7 M,-M&-EO,T;-NDQVZXSG%9L.O:<[7!<'@'>,5U3(DF MONKJK#[*IP1G^,U8.G61*DVEN2GW%MW'(X?]/;\,TY=4TYY3&DFL%LX5?M; N=RJ,?/C!+=R.E0VFV+0B%K.V
M,0.0AB7:/PQ3I+"TD0H]K RD8*F,$'G/\^: .0_M2REGDAMI]29T;RSNO'Y;M(*&"" :A=7L'*L#KI]H0"67"T'T)/Y]Q]B@%SM6]N$[14Z^U|Y(3^8\"XRQS96@.+HGF^4-V_WQVVU.:L
<].O)_.@EWU"U4!MNM%'16C;[8?GW$$XXW| M>O/|^*2YO[6:PN)7/@@!4]AKW$6BN]Y;,XD%Y+8*$2'16%0T&XG3+1Q4D
VZLJ $|8_E40T MK3@>1"O?KV[T 8$5UI|QN%2;5S);NB,@NV.2Q*C!W8Z@@Q@U#)JFE MQARTVLCR^7_TIOE7L?O<@^V3Z@5U45E:P:%C#;0OER&8H@X:8XQ*D'T
M[<88L,1+P3U/3J: .:M[ZPN)X+[;BNC4_4V7+&W9@MOJKT>R2P=+6RJPHJE:%X0DS3Y;0?-$>*/R7X)O)TJFDS,QJ:&3B#?IXP5*1'I%0P@5I$S1'Z6[W
'.WLUG87"Q)Q3RZMRJL2MVQV D#+?Z?F.F1Q$1:G=Q*4,^O(4AA5-=$J[MC,@WC4Q6Q*;S/6$?D'(&E#;D+/0
M]MW&NJ$B>5E:X8. NWC;NSSSS9NRJ^:ASSBCT;VKBJ7'E&OR+JRY'11A=&[:24R*ZIVHRCG[6(P<(Q@UDT,R(;TJ00RJ1E%C'8>3V*8Q*J%X7SU%!$$3#+TR8^&9UD=>G#;W(@W0Q*AXEY
M] * *']BP_| FH?^!DG?G-XFD5-|FH?B4D<TC-'@EPW5@6J6#EK7?HJ_SG<(V6C@V8E8BMP_'&33=UAFZ6?8O8EAHZS7ZFT]VSK>@X9YYYWU8U:@L]BO'?$B!2YFP:O?8/
[;O4,XXS>2?XUITA (((! M![&@#FM!6#7-+2^6F#/#4HE=F4(0[&XX>?4',5J?V+#%VV<7VNNW+"0ZYX7?_NXTMW|ZZN+QY|Z<|D_H6T3:D/V(Y@Q/6^T0KZHS/*S2_H78O4QC]^2;1
HMZMT 9O]BP_| FH?^!D G?_'%'_PV@Z/9?_ _&O4?PQ1_PV,[-|ZY|IC_O81+/UUBOW!YW1+6U47X=E2J5OZ93WX@T@>%@'4EM4LG+G01!H>CJ|RP[>4EPGW+X_*M7E9PT>/T
/YJ' @9)_C6E10!@:9HT M)M&/VN_&97Z7<@_B/O5W^Q8?8?8E?S4/_&,,_3"_]?ZTK09/H6D4VZS+=D;2YE%H*J!EB@+K[V99+JZ-A)GNKK&<_^B>UHJ%GA@1UBM>W3_(/-J
M/YJ' @9)_C6EBC% &;_M&8W\38@|A_]JYY_R]C1Y^K_H\?O?+/N*GRJ3K^]G^J5Z@X2LSXCEFJ)G2,EDR@=8F#6IT)X'T|Y;^<+2QHN@Y*Y0)0S%=76WBL4J%/FXKUZ4^>X
9TF*+29W%U?,5VG#W3D'Y MAU!-=#6=KP_XDDSJ%| 0A0!H+]T?2EHHH#V2(JT@I0N09MF6/%P'%>>(TPYL')S8$E]O1N#/X=L^Z;XZ?(MV9$$QIUH5@ZAD;18S#D'<<LUJMTPWQ:W
M3DJ2#\LN[J.1TZU1@|(S0%$&IRF!=OR L,@%#C[W3Y3_ -]&@#5%M0@]#]L/ ,12BZUC./[|M?/WH+5J->Y8.D;,H)GDZD%CVK.BPB\FOTT"A4
MSTJ%O"5V$(BU60/L*!W#,0"4)QD^JD_|"H UDO=4=4!Z!MN4Z\<&-T7:&<7A_^(K-G|,WSZ=!;6^|LSVTD'!'|'Q37U#4XWF_]I@5=[9-?F
MO2,+ZGY.G!K)_P"$2OEAV?FVLG<[2@*]^V_FK#MQ#@EB35<)?@S"GN6V9I6\F4]Z#H+NSZ(J1[YIWBR_<Q;<K]Q]L^Y
CE9,WA.YDCE"ZK,&D9B=Q?:5)R%QNZ=>GK4C>&[W^QY[&'5&B9W5 MDD"G* +@@'/|M^M &DUYJL:EGL+10.YO#_ /$4B7VJ2@E+&T;!*G%X>#Z? MP;XD9A|V06 MPZK&
7L;103@$WA'/I]RJ&H>&[MR|U">XBU>>."WYVH=N,C!_O!3^?K4%YX1N;B0^7JL2(6WJK%%L;GYE^;K MR/ICB@#8^TZN??^8=:_|@8?_ (BC[5#YJJ:?_P#=Y'|BC[#?K
M*D;9>%<[7&|DCDD_=8CKZ'MBI+GP\-->>O'?O"+@EEV%A@G;G//HI'XT_?V=M%Z$-(<L$4Z;.9T;!F:3DOS0VF#Y60M]*9K$L(E!&[\S7Q-L=Z7*F=K+'X^JV%D@1.8I%U2BZ%0
7NDBRQ""1N"2^#G/8,HQ_LT;'|VK5|X_L^US_UA^#3&|G|G[+8^^W^$IXY8Y(1D#($$&XEB?E&KR/)Q592^QQQU(DE]M*2^#%LN1QCEQAXP
MO#Q_XY0MYJK%@MA:$J<'%X>/_'*S(?"UPD=[']JO^R#0!8^TZO|] ZU_P# P_ | Q%,-]J@E M$1LK/S&!8)]M.2!C)QL[9'YBLI_"=V3 $U1HXT8M(D8*B7+!CGG(Z$=>]0R> M#KZ3<1K#JYMQ
LF&++_J|G)/_3,]/[QH W&O=4C4VP1:C3?]O)&YT3R?0?)1]NU M0RM$+&T,B@,5^VG(!Z'GL?RJD/#E5 M3X2O-_F1ZM(LNWR]/"24S(<G6_6#D_W:+.97.JR$>:96###.0@SN[!,#ZUJK#/EA
M)C]W<;5.XDLH1L$D/Z '?:-8.P_PG=@=:@#O| ;#_ |KK3I MK E"!C..,J*J+.&T;Q>'Z_W=*GK=^JUG_H^_VI.IUIN_WK8JTJ?8PCA+SFZ*ZA^LFTL9SV.^JYJ.G@^JL5BX_MHFKKK2!HGXHGA
K6IJ5Q<6VJ226L'G2_9XU"'..9""3CTK.;Q% MK<2X;1&:14#;5W'<2H. =O;/.?3B@#JQ2_C7+S:[J[N/(TPK$6 #NK9QNP3C M'I56Y|4ZI868EFTO&[:J>8Q!+?+G=Q@?>/| WR: L=E17+:GK>K6UZXM;
SQ M1J, !L-G'S;L8Q].:9+KVL([0_V;*[EI1NCC8!57.SDYSG [=Q0!UE%8WA^Z MO+B*X%X&WHR|L,8)4$KCVZ_|"K9H 2EHHH **** "BBB@ HHHH **** "DZ4 MM% !1110 &BBB@ HHHH ****
"JEY_KK+_KO_P"R-5NJEY_KK+_KX_| 9&H MMT444 &:*2EH J7?_'S8?]=S_P"BWJW52|_X^K#_ *[G_P"1C[!*%O5N@ HHI* *FE_ O&O| D-:S_P!=8O| T4M:M96G?|AK6?| KK%_Z*6M6@ HHI* *FE_ *FE_|>9_ZZO_
M .A&KE4M+_X|S_UU?_T(U=H **** ***2@!*2B@@_!*3B?@|SM>_ MY MS]%_"%:-9NO?\@2Y^B_^A"@#0'W1]*6D7[H^E+6!#@&8ILZ31ICPY\;SN'F\BX<<@I^1MTB,I9*A0]NL7+
<$>M49-2-N'/KMJ[4RN&YZP?7C(LR+AI+&R6W0N_2HYT99JD>DEV|XL'3J8U\/1%4;5@ M#8B]BO^EB,CP;TE%ADPIS(.U5LR6@HN<@%M8C-^?=]S30UN22@8G1_ 7;Z'0UB,V&GJ^HT
<|YS5;^TM$NHB3;WDD/R,6:4A5 M#8P3D^]=*] HYA6>1X&BEE,8D*Y#/TZ 7BHDUG19VA@@>&8S/L547/0$|^W% M
%'5(;:RMT:WCNI9&N$@VF5^K=QSS5(ZEI:L(S%>E_E.1,V#G9D#GJ/,6M|> M(=*>)9&ND5<_Q @@Y*]_<&HKG7-&@=4>2)G,GEE0HXZCUG2 -
M|D%X$D8")DF8[R0N0>>HSC|*N&ZTLVJ7"I>8,S1&,S-O!"DXQGKQ73PI:75H MCQ1QM"X#+|O&*E%M"%VB) ,YQM'6@#C1J]D. ZK=+&K%9BUPP*$+DC&>W'/2 MJTOB#14N%5([UX-K983-
N+ @ 9Z<]:[DVL!R3#&21@Y4*A&JZ8|3/%!?. ZIN|YE7+;2 M!DGKAL_A78-9VS2O*T$;.X"LQ4$D#H*?Y$6TKY2;3U&T8I <6=6TJ2:&&WAO M2|MRL ,DS*,;T4L.>?OCBI9+_2TOY;7R+TF,[3_I!SNR
!C/?-=;]EM|@^3' MD-N!VC@^M*+:$-N$29SG.T=:8'%6'2'?)#?Y|L,-LS?,<(2!SU^=?SJ]97 M&E7]P8HH[X;Q9F%97C9WF7SH20>_J|U%U=!>:597|2Q7-NCHK;@,8P6JR@^8>U2M96S1 M-
&8(]C8W#;UQ0!R]Y=597#K*MVL4;.K.9VO|K(I/7H- P"E0KJFCO&7$.H&|PB+D6 M!H=S^1M&Q+MZ|FHQ^G//AU*<D9/6B?=ZL %?'||<%A&M(&|FN-SLE_N16=_'>@J%B3%9K%>WK+JOCE+JHNW
DU"WMEBNUW>9YN^X;*;!)G !YYC-=7P.?^FR5V9MH2Q;R8|D8)VCI4-UIMI>P-#/ M K(2"0..1C3'Z#|J.@&' VE3:;<7>V|7[.6$D1F;>-O7C-9QUOP^8S(KW7J &3I*GE!$T1I;]LG2
[#A1R.N*?]DM_^>$6<@_<'4=* .(B MUO2I((AY-Y]H<1Y'GL$W,JL1N)[!_P :OWUWI%@UQYW96W?8Y%PL$?4'[HZCI3FMH7%R"|2,1TRH M.*0VT)W9B0[B2?E')/!H
RK'3K&_LXKE%NT61X_[_M_C6CY2!]^U=W]['/G@?E M3J .:L-&-&M7U7&9?3X66(#$S?!E]ZTO["L_[UQ_W[_R:Z_T_L7?0[_2JG/ M;NFH!IN? _M_ZU?FZRWQ[:NA('3E(R'3C(^2\I2U6
<_]_P!O|:/["L_[UQ_W[_R:Z_T_L7?0[_2?V%9_WKC_O\ MW^/)#/[VT:HJB]P-EG_ |^|V?"(U=S0!F%V9_WKC_O\ _P#7H_L*S_O7'_?O_)KK_3^Q=]#O_*F?V%9_WKC_O_O7
Z$:C3E$ZUA6+Y?J:R$(FKXHY%S*"V1#$K\I(=*I^MEDM2N6O=F>ES>DY*W+7>YA5FRXJKH;&)Q;;!*S!<OG(&Y!TQ7!4Q7%+!L^=F+2(L+!>LE%QHAS+>U3\R<,H,EKFOFNU+FG%W
M$^DQDO8:^>A?NA&XV%8%EC7;FC9W%O+:/.12B-OHF1[+SPCA*6[3SGM/(L8A/8:A66HGBF&JN[K9B9-OT(?/:W74!@+:&N^;$9S|H+3@H$BP!3P)W$)6^FJ*6(AR[?@N!D@!VUPV
M+H5!@K>V*.:!CGB[1>Z$R&'CKDC1A&Q7DD5C?"KU7X8>8(FLH=4G7(5I3N;/NQ(LIVU0GCZ%B+;Y(=!7G(;EA1+2CDUP8Q?>^48O|3'F(]QEO/KXSL$!YA=6NTH2:|^8SG.5!H

']A6?]ZX_[_M_C6G10!F?V%9_ MWKC_ +_M_C1_85GZW'_?]O| &M.B@#,_L&S_ +US_P!_V_QI?[!L_P"]NAK.U[_) ES]%_]"% &@@P@'M2T@^Z/I2T M %%%% !1110 444M &3<6|-SK3QSJ&3[,C8)
[B0D?]*KQZ!H;LI2,;E7:G[U M@5'W3CG@'&#ZT[4K!-3U">U>62(/:IB2,X9<.>E5+CPA T$GV>XDCN/F,3_W M"R544>:L@#2<[LDCJ?4G\ZKQZ!H(N&:--LL;[F M_>L"",=>><8%+<^&
(;J_2Z>YFPB(J1\%5VG.>?6B]\+P7NI?;)+J< YS",;3 MG@]O0_I0!'3UKFU\$VBSB3 M[7<$ 87/0#&<9QA1Q]:@/@IO[1E=+QDM3"$CQ]^-@5.1V_A_SW- 9UK2I' MC>ZKGIDXS3!=P'/[U..^>.F?
Y5CWWA^;4;JRGGO2K01L&*(,EBRD$9S@#;CU MJK;^";.&WBB>[N9=G\3D9/*G_P!EQ^)H Z$WEN(#-YR>6%W;MPQCUJ%M5L4E M$37"AV4-C!Z'IGTSD5A#P3; /_I:6- =SJ M,=W2XC,L>-
RYZ9QC^8J2.]MI6<),A*,489Q@C&1^HKG[;P M;;VKP2)>7!>(QG<<9.P >G<#GZFGS^%([J=I)KAQ_K%38.BL<_GDGGZ>E '0 M">(])$X('WAWZ4BW4#N46:-F W$!@>/6N?\
^$.@)MS]JE/D/O4%0,G@\XZ_ M=&/3FG:/X572K0I]KD:=X/*=PH&#M497CC[GYDT ;JW,#EMLT9V#+88?*/?T MIWGQ'I(G4#[PZ^E8%KX2@M--EM$NYF\T0EI'))C(([<@X&1]:B?P7;2";?>
MW#&1F8$!1M)W^@[>8C].#6#+X0M)[; MRGFDW;PV]0 2 "-IQV^8_C4EMX6@MM2^VBXE+;'0)@ +N9SQCO| O"/P% &T M;B'G][QU^84@NX/M"VXD4RLK,%'/
QG_P!"7\ZYY?!L&]"]Y,P547&U1G:1 MC.!WV\^N:FL?#;:5%+62I&#^% &M#?VMQN\J53M.UNV#@''Y$?G4JSQ,VU9$)] P-8/\ MPB%FQ&^XG8!]X''7:B^G^P/S--T3PS)IMP+B:X!E5G_U?
|:L<_,3UQVQTH Z M2JEY_KK+_KX_]D:K?054O/\ 767_ %\?^R-0!;HHHH **** *EW_ ,?5A_UW M/_HMZMU4N_\ CZL/^NY_]%O5N@ HHHH R]._Y#.L?]=8O_12UJ5E:=_R&=9_ MZZQ?^BEK5H
,T9H I:9_QYG_KJ_P#Z$:N53TO_ (\S_P!=7_| 0C5V@ HH MHH ** "BBB@ HHHH **** "L[7O^0)<_1?_0A6C6;KQ_XDES]%_P#0A0!H MC[H^E+2#[H^E+0 4444 %%%% !1110!D7-
[;6>ODW$HC#6H"Y!Y^)4X!P#+SV..,\XJ'^U-8$SP1Z6I,6X,[QMAL M;\8/&_"@#6_M[3/\ G[3\C_A1_;VF_P#/VGY'_"L&;4=>*21C3PDK M,$5EA8@'^\/1?7)JU?
ZKJMI96S0Z2+BY=&+HD3;46Y7<2!N'/;D_3%7YKK59M9BM8[40VJW.'D$1_P!6 QY;HG4</7CJ/ZT =%_;NF?\| /VGY'_"E M_MW3/^?M/R/^%9VEZI?3B*34;.&UCDXVB)]P8E0JG(ZY)R>G .:K-
J6M"]N? M+T]7C4.55H6 &U>%!_B+'N.* -K^W-,_Y^T_(_X4?V[IG_VGY'_"K$36=9 MWH'TJ-@60'RX9.ASGE@,'./8#/.<"BRU/6KS4+-+C3U@B(+2;8GP?ESR6 VX M/&._:@#:_MW3/^?
M/R/^%+_;FF?_:?D?*Q;?7M1N-3M[;^RO+5\%P\+@@9 M)R>!CD\]<8'6F3ZSK,!N'&F"14++&BVSG<0V <^A4]<=<\$POY$M(HY8BOD*\18N, L<#KU('<5$=8U1+
M"\F;2\R12!8E6W8[LLP((ZG "G<./F]J -?^W=,_Y^T_(_X4?V[IG_VGY'_"M K-L=1U*XF!N+)8H_+E-L=7U*:-Y+G2R@%N\BHD+;B MPD*@2$NZ^0S8;)&W Y&!\W/7H.:@BU;7GEW'2H!")-
G,3!G7*?.,G@$.QP>1M(M^@!M?V[IA_Y>T_(_X4?V[IG_ #]I^1_PK#BUK6XX9'NM(4D)E!# ^2V.G4]^ M]/&J:UYY\W35C3:2"(&<#+(!D Y) +GCTHL!L_VYIG_/VGY'_"C^W=,_Y^T_ M(_X5A-
J^MN&E33,1CS (_(8.Y5AMZ],C/]*GLM5UB:^@BFTQ%MV;;)+Y++VD M.0"> -BCG^\/:@#6_MS3/^?M/R/^%']NZ9_S]I^1_P *P?P[:UM9IRVE90.B1
MH+9OF^#_<;VK9\M/[B_E52]C3SK+Y5_P"/CT_V&H 9_;NF M?_:?D?*3^W=,_Y^T_(_P"%7_+3^ZOY4>6G]Q?RH H?V[IG_/VGY'_"C^W= M,_Y^T_(_X5?\M/[B_E1Y:?W%_*@#&NM;TTW-
CB[0XF)/!_YYO[>]6O[G/'J2WH*V/+7^XOY4 <]8:SIZZO[-I:Q/[CAXGZ%*[_ CP3.,I,J[%Q^&E*YH?CKG^#J:@[:[UW[^Q.O@%/ M/.@C2HZ_ MMS3/^?M/R/^%+_;FF?_:?D?*QIJ?3OI&>E?4_UFR-P!^M]*=2-ZE4SP//NYL-
M>*!:720:)L=F*0R1P,S*/WH!(]Y\H1&!P=NP,?EZ\$E<].,]*?_ &]XE4(7T",Y0R&- M8V) 8XW=-WRJ,=RX/04@MH=+_;NF_ /VGY'_"!I--*_)%E80 MUV_3^K%G!M'MHX3_I'5_P4I7GLBY8EE<]G[%FFFC+F+DK X21*YU4I-?Q%\$T/1*(BFF+*.*D&O:-QDN%G:XQP-HDCZ6D
(Z^43A=D9,>>BC+/DG^Z0*N_\)'K26NC;]'B^UWK-YT*QO| M(H*]0-O#$Y/''O0#T.E_MW3/^?M/R/^%)_;NF?_:?D?*Y*Y+Q!XFG5ITT$ MH)YU^T21Q,1LX M)&3]W&>2>O;I7<"-,?=7|J
*/]N:9_S]I^1_PJK'JE>7$W^!*F-1^PJ>(%A?>%W M:M[RX_[&A#I.#6ZM?!]Y*B-V>H:M[RUI?C-Y>6**5Y:6L*HY+?LF^>;C>9IUZ%(&ILJ]:1E%!+ @ &1110!Q?$}Z2*OH*Y*P2FG'*G-*<#XFG%&%S@^=X5
3%+BB MB@!,48%+10 8HJ+/FB$:0;V#M&8*E9&%(0;G8@%MWH>61%8IE2>2!C2FUD;G@.1%.%I!Q+H_ S($3<R6L&7G'&WW&&Y8EGT3!ET@B$%*>RTI2%!*@Q@G$OHCD%KB=_G6/(N3$(*6/<%[+2*:"8G**O+,7P/T+&FP)5,I>*$C8Q[,@2I_/@CNC(*$6$^1=,56-ZF
+>K=5+O_CYL/\ KN?_ $6OO@/V V@$@HZR&H8A!+.^.!@G/^M R^1=HJ*1O)LPB#!N'O>DLNEC=F76$WB4:NK"8A9/X!N5-/.V)3Y]G07XS@ VE1YG(#/(1X3K%/4S,$1FNT'K=U;D!*N_BCO$D&*1Y"ZBH[+E!NV-*1A3J-%A_*R7W^JU6IB8TLFP1CMQ+F!QQ^1&-KEG;Q
M[!=PD@N2|K)J[F? Z<_=/]M:)XD>:&6*>1<(MOGKZ(*F=^LAE-=LN0Z3/GHV9[KSR!JD=6D&ER'PL3%0GYZ1AV4-H$R6W-YO:C:B=ZE0PXUH15K[P1-#<A*C6NE.@1^/2LJ9@.IAS!OJ=-OY(OH!2=!<:)M!M@2VW]#V3+QZ(Z[!9+ETMY[S;CM6@P:.(*E#XZ9TW=+*
,|9)@;;O3.XGC@#!YZ5836/#YL[><-%Y M,S?9HV:$C)!QL.1DV%_+96DRO;21Q S)A27<)^FZ=>2JT4MJBJUP4A;D$9!.!D\8Z=*0BIIOBN6[GE\Z",1PO M28L8(^H)_'%4E^(EM<>0D%A<">
<*T:OC!!=5QD'K|U;$NK>';.:&X+1+(\'F M(T4+-F-^<_*/XL?4XJ!/%/A6*8Q)<6Z,H+G; P P"Q.=N.BGOVIH"O=>-TM= M+T^Z;3Y&EOH/.1 ZX7H2"?7!S^!ID?CVVGU/['!:32.LQ@(7!RWJ#G&.M:%O
MXD|-W:,8I8BL0*D/ R[1AL@!E']QL_[I%,A|3>'GE'V=HV!;&Y(3G?G& ,D M^X]* &W'B^%%/$ TB*V:259XX9'WJ N|$Y_#'3WJH_C^W@N)K>;3KHR1M(,1X M;A6V@^V35R?Q1H*W@>ALX[;F)*HY$5L@1P9.E&.PQ6I84@N^Y5"[Q[S)$*ZE
|Y|DC:59!R2."-Z_G]*FM=?| #VHW4*0212SS ME@@|@Y)&,YRO';D]: ,P_$.R$ZVXD9E[0OVIIL4C95"X,HHV'NIN!9J+'FZI"&@'S8Y+ZM) ,FP[ZW@I!$[Q>A6RK4,EW"L)D20]Y[JH4_'P91_ZIQ%N4+*DM;Q/Y4_PY
MJ$R6[P*C(%#L"6#*C@D#IPU=']EMM^\6|0;^]L&:HZU%'%HMUY<:ID+G:N,| MB@#47H/I2TB_='TI: "BBB@ HHHH ****,|?|C _P#UZ+_Z&:T*R+JY:UUS M? M_0Z/[7DW8&DZAD=1B/C_ ,?H
U**S/[5F_Z!&H?]|I_|735UEW!9-*OV&2,J M(SS_ -]T :M%9?| ;$G&=)U 9Z<1|_| C]*=6E S_9&H?]|Q_P#Q= &G168- M6E(R-)U @]PL?_Q=+_:TW_0(U#_OF/| ^+H TL45EG6)%8*=)OP6Z#$?/_C]
M._M6;_H$:A_WRG_Q= &E168NL2.,KI-^1G&0(^O_ 'W1_:|N[;_9.H9],1__ M != &G169_;$N[:-)U#(Y(VQ_P#Q=+_:TW_0(U'_ +YC_P#BB -*C%%9O]K3? M]_Q^8_P#XND&KRG(&D:AD=?
EC_P#BZ -.BLP:O*=<@:3J!(Z_+'Q_X_2+K(U#_ +Y3_P#XN@ M<?_ +=AW6[ZSJ_ ?Y3V?P7.*-K6Z6PG0CH_3_]*3Q,_7AP_-:_*@*E-H4I@F_N=A?*?_<GCPPQ*DN3J.XZ/;J<'>6Y/WQ%ZI/BI%H(ZA.!P^V!D* !=<>.GS'<#_<E$+C3<>@8BB?KD
VW M^R;_ '8SC$?_ ,72_P!JS?| 0(U#_OF/_P"+H TZ*S!J]\K#(TG4#_P !C_ | MBZ1=8D=0RZ5?E3T($9!_|?H U*J7O^0>_P"^%@J@X!GX /TT %*K+1W9T;7?-&GUMK)QA/9&FA.EO&E6*@?#0TZT'8KP=-28TIT=&L><9#MT7E7O
[5F_Z!&H?]|Q_P#Q='JR_| 0(U# M_OF/_P"+H TZ*S!J]\K#(TG4#_P !C_ \MBZ1]AX'2\P%7K-RZ ,*3Y%S6^@AUJ&E86]%ZGB&K(S5?I&0T:%9I@MV\%:A4A]"K4^=%%F]AY5B%$(?/0CJ1TJ]$EA4+$^*<=5*3QP(@TWR!4:(-Y7<%P/4A5WH
ME169_:\|NIQBL-](AU6Y-]-INI"0. B1D' M9)N!.6_"BQ|,P64T3;1&S!2VD,L678D.6#$DYR>0#SGH*DBU.>.% M$;2]2=E4 N5CRQ]?OT_^U9O^@1J'_?,?_@@;ZJ?.70AG=8-,S<S(#SQ:@94:.-RV$-,L$RI.8J@(64=)A4U(%^I(
M!0'('7MGCTIB>%=%2TFM5L@(9D2-UWMRJ'*C.HIK>%-$:-H MSI|>U@5(!/(((/?T9OSJQ_:LW_0(U#_OF/|>+H^+I/[5F_Z!&H?]|I_P#Q-%8IM%LI7P2+7Y4=@E!'Q03M>%-
$N#NEL59O,|S.YA|V6/KZN_'O3F|,:.P7_0E&W&"K,",=,8/'4_G4W]JS M?] C4/|.+H_ .+H_M6;_H$:A_WS'_\ %T> 58?"&A6ZA8M/55#%P-S=24)[_M /3-/^^13$|(:;#K-
IJ=L9[>2V4HL<3X1@0!|PQD]!W[5=_M6;_H$:A_WS'_ M /%T?VK-_P"@1J/^^ %_P"+H TZ*S!J]\0#2K]P3ECG!F'>FUY$6LT"^"G]9CD7CQBHZ4ZB|2F)$C3I-J-~^TR_/[:B7M-1Z_+%_T0X_ W@S^4)0NTD,V%.Y3$4- ?)X$$K+@P!
4444 %%%% M% &'J=I++>:A/%;RB*X%JCQ.P) <2$C..W&#[&L__ (1S5XS(D6IRF/Y%C!G9 M5"A0#E0,YX)X;G/-:6H&[&JO]B*B4P1C !@@=^:&%PATC5!KOVVXNP]NLS,D0E? MY5*D=/RXZ55A|-
:E;6L$,.I2HJ2(65)F4; F"!D'^(DXQST[4Z"7Q)-=6'VI M52(RJTPC4<# R"<],D_E3I[GQ,ET^R.)H DC*%C!).6"C.>. I]\FA 4;?0- M]D5UQB59F!.Y]S@=P,*H'X MU7_X1_71@?VO*P5
//9<|J2#P3SAN001GO75[AZBC:-JD:Y/I5@EY%C&R[AYKL"%V8'/^Z3^/M5>X\|+ZU+9RVW]J,ZN<8,[JNW: MP V@<8++QDAMO.*[+HH Y6'P] MK$,JA=1Q
K@E%F==R9!VIQ:/;68U#]];W+2I,&884HZ@ M ?[)<''1MO/6NJW+_>%!9?[PH I:5;7%I:>7<2%GW$@&1I-H]-S.HNK#D?Z|_| HMZN;AZB@#)BTJ1/$DVI
MEHO+DCV!,'(.%^;TR<8/LJ^AK6HW#U%&X>H_.@#+T[_D,ZS_ -=8O_12UJUD MZ?^6L7_HI:U=P_O"@ I12;E]1^=&X>HH IZ9_QYG_ *ZO_P"A&KE4 MM+93:'D?ZU__ $(U=W+ZB@ I:3%
"T4FY?4?G M1N7U'YT %+2;E]11N7U% "T4FX>HHW+ZB@!:S==_ Y MS]%_]"%:.Y?[PK.UX MC^Q;GD=%_P#0A0!HK]T?2I*T?2*EH%Y4?2EH **** "BBB@ H-%% '$>/+E;0-66-P5'&S&.,]|^_XUWNOQPR7
MY:9YU58$"K 0&=F<@ Y!XK-A3169 VI7J3,JL$#(QY(P0OJ1^=-,&CDH=;M M+F:R6+1K=8[ABK2/$<1|8!;C^_D=JB76 MO;/-I.G;Y889?+VD,_F%A|H_V0 M,G|>E=F)?# W?[:O
1GC+S4.5^Z03_=XR%; M|J=Q6.,T'58=3O;*"ZTBS@$ZOD"/+;@ <$9^7@YR>M=A_8^F_P#/C!_WP*:/ M["X<:Q>|CAMR_P!W=_=]!0)=#=68:YJ!"KN)W#'4#^[ZLOYT^9"LQW]CZ8!_
MQX0?]|"C^QM,'_+C!Z/D-OK.H2.[;5 9>3C=_=]*KR76AQ2A3K- M^8SN'F;UQN7' ^7DX/Z470[$W]CZ8!_Q^8SN'F;UQN7' ^7DX/Z470[$W]CZ8!_Q^8S!_><.^#X^7>?*7%
M=:OVY*@*ZDEAGC[O7BE@72;EXXX]6U+?(555R,DD9Q]WV.?!I1=!9C?['TG_ MP5 [X%%+ &/IG_G/</6R 1J0.G '% HF?$!Q=?=F676[Y2I<'+#@H<-
_#ZTCG2%;']KZB>E%T*S#^Q],_6#&Z*SV5]=H"?3Q%&7G8@M;?;>N!N) _A[D$4@.C%U0:SJ!=AN50RY(V[L_=XXHN@LP_L;3?^?^/ &,:(F1#$M,_AC:]M8Y(GNB5HI%1AM35% VH6Y'KOUSEA6,8LMSU)A$!6%,4M,@@*DX2R+$FRS:1)AQ,=[A8Y8Q{DI
[Z]#C'|/^T*DF72K>]>UGU6_1U57&9%^8 M$$Y^[T&*5T%A/['TS_S_9&;><YH0@4?V-IO_/C!_P!">_HN7$>L7|AC/S[77@ M<9/W?]H'|:U+?0K:ZMXYXM2OV210RD2+R#_P&BZ"S:[^QK4"-0-R*0UE
_Y|8/^^!2_8_F M_P#/C!_WP*<^&G_FM2*4:H?@X%]BDVK*AF7GG@Z!-M+FJA.N=MGWAVX/@OB&JZP^'NV0>^&KP'#$[JZE\BSP6X5+ZMGPQS0IL:3"Q$.A<M62FNX=29|ZPSR$WZJ#R*IHZNK%VN(HN9OZ$CQ<WQ*Q2SOHZ@A@*MA)E'M^Q%;?E
GQ@_[X%*^/!_WP*Z+@ G:G/J^P 2#SL8CQ*H7!V8LY@S!+2L^9T@.4>5)3F*Q"3Q>5IP+^Q2#EF/^Z92DG%QW;8&^T5M[JN9-;7JJ9!HZ;9?JY8'QX|G@&9#UJZIZL+PWQ2 *$V4R=1B9MPH50:WN+Q8U=Q#@'^3&ZVJ1CQ%6J0*I$M(NJSGBS8$6R0
M1_8VF?_CP?\ M 4#_ !6%_P!@-WV:,^^0ZCE+M /2?R#6MO($0QAG0-CWIEQL7M24GF%8AJ^YUHF8+#1X:"H9N]#19&X3MP&/#:9B$K+6R4Z]ZV.RH#2(8EEMCX3.*9Y[0!!B+4I3P9E^+(W/&F$^ U01@P)]QZ2%6W9T+!E!'UN4
_Y|;?2_C*'.4G8X0%9;8PI/$%MF=LX5T^TS_/X$*W5<6@I9%9Y!NLY+UF<!ZW7K5^F8HIY+V07+1T_^0I_Q+IF*N<9VMB5/[)(M4IM3/L#TA5U.;/OVV-IXI0/ZAGE^30KP8PHUDBH=WX4E%AYL#*9SB%^D1U65C@W7DI1L@94P7DIBVV[[8
MYQT_=BE_L;3?^?^/ &,:(F1#$M,_AC:]M8Y(GNB5HI%1AM35% VH6Y'KOUSEA6,8LMSU)A$!6%,4M,@@*DX2R+$FRS:1)AQ,=[A8Y8Q(DI
/PCD7_01U#_ +^+_P#$T@)|VK/_ C<7_01U#_ +^+_P#$T@)|VK/_ C<7_01U#_ +^+_P#$T@)|VK/_ C<7_01U#_ +^+_P#$T@)|VK/_
/C!_WP*UU_P!V_GP*_Y|_P#BJ/\ MA/_ ,_0_P#0(U#_OF/_P"+H TZ*S!J]\K#(TG4#_P !C_ \MBZ1]AX'2\P%7K-RZ ,*3Y%S6^@AUJ
X1N+_H(ZA_W]7_XFD>_M_C_S%-0_[^I_P#$UJV>_>FRG0_ZF_WJA+"_@ND0A<SV_>T2)Y8>Q=1!AZ/&I+LFKV*3RK%@7YV2H8O2L$!!<*H7!W4H?EL,/@UY<0,Q$$>BP.@T2/!MO!5#A#!B^JU"WAX>
K7_X1R+_ *".H?\ ?U?_ (FC_A&HO^@CJ'_?U?_B:Z^C7HW_YYVHT3,FV<@5&K/SC#^WW"UY/T>#O$B-5$V$Y3Q%I>MWGW3-2V|@*9;/K=#0I5G4IP!IC5R#R^7MG?ZMS5 XO+1K:/G/LDWT8=OCRP>IJ5_MLJO8G0LQXR4ZB+JQ4Y9<NR.^;WB=/9E=X#T
FXK+DT(>4SS:;-E\EI&NH@22& MR<_\")I#%3PK#]I#Q7FFA3&5,*V[;2,C)^_V(JPVE)]+)*U[I*(Q!6N8N%/3@?S[U6;PL|D+PR:==%'0*=MS M$I&-G0CD<1J/Q/K3$7FT*(D*|VD' P;9N
.!_RT]S4=YX>6:T>R:]TR$'9G M;;D,,$%>K^JC|JA@|,_9YHI!I-P_E!0!)K= ?PH O6>EOIX5X;[3%:/DR-;MG(&TDGS.OK4;:%&RX,VD M85|C_1F^5CSQ^|XS5.;PW-
,6+V%V%+L^T7,07YCN(QZ9YQ4$OAV:[,$MC9!5 M2X620FX1@VTD_P /?)Z'T% &I_827$GF^;I#N'>7(M6^|<;C_K/8?E3;6P2" MZ9[:[TI98BN6^S-Q|N1@^9Z']:;I^C3:=9/;1:1,5>(PEC<1[MI
'7UX'Y54 M3PRH|F-M)F<1+M,;7,>'! '(_4 7+C2H4F9[B[T@2R,=Q>W;+%R%_YZ=R%' MX5.VG8N&N3=Z0)I'+L_V9LLW)_UG7@"LYO#DH9)&L;O*(JY:ZC/(<.6/N6' M-(GAW:9U&FS&66)4W?:
(MRJ&R"/0Y[]^]" F_P"$)F-I>VRWULL-VZR,JVS8 M4JVX8^?IG],"KD7A6>6+<5;3F9TV.[VK%G&T*333.HP)#:-G'I]_I5O[=JG_0&;_P(3_&C[=JG_0&;_P(3_&@"A%X%JG_0&;_P(3_&@"A%X%M0ZSYUE
M7NF_VD%)?%J^[;A>OS],;*T?)UK_)_K'_P%?_XQ1LQ^_ZY-W+VF"^IM:(Q2@+J*'I#"NI;J"S-J[6'/T&QM7>R*2I!3%%5,2(2X8WMSE6[Z0SDI!X4VGB6@MDFJR5'37,I*LHWNRIN+8X?ZE!V1;F#RN/GB/;*FZ_4:T"+[)O!XD2@G=*%F88DS"9XM>M
@0G^- !Y.M?^? %WP,_@L!H^@Q*$%K&J.WJYG(O-7@DY3CDI^%4VLYQ7MW-M>J(E?-KE"1I$_+AXH'^<-E@LE75+)Q3J[UCF8@=*$2P7GTTU[$|9,Z#UQQ@'LF5JQ4XH,Z$GX?RQ^5"^L#56*1#4/GW<^'=TL?ENEU1X1F88W2@1GR&#F6%R8YQJJ!R8;-
A/| &@!?)UK_)_K'_P%?_XQ1Y.M?^?K'_P% M?_XQ5W[3WNM6>"KXN[4X7!X@30S9/*$6<LCXAU4R'^R9E7I!2"FY0)'/O:?Q!5?M:M&1Z3XF9AL^&H0!0+6J%HOBW)?ZPY!TQ%G?6D&%U6%FT5E[7XR[#F(BZ-;E8FF#3L*WWD//@#+@;!1+
ZQ_|6_\ (%F_Z"D/ _P#^!B-)]PV_5#N@*5OUY%6Z>^EJ_N@!'T1C">>DVO/C'[W$.5S(WZ!7%S%Q?8!R/6K;&LOMEU??N8%X+UA?ZWUK+2*2SIN/0/52#<J?8^ZQW0)^CRSR_TZK*F7I5Y3N3'S!B4#OT9(GHQNKS<8PCC?%YCQNQ<$:JNN+S6Y/=<3F3L87F
!6_BZ3[!@_/@*^^1/MB@+J-7EJJ*'D_^FQ0Y=ZXZCUCMZ|2:N5V!XN31*#6@*_D6HH%U%4%A,P%*ZIA"D-_L/I(|KJ&#YRA[(T3TKKD"WNL:J)'|I4HP^?0/UPVU%M!OVBJ5IA3U@(6X*-DF7,J0;:!_/S$:C)H%B/D,4IY(BJX@Q.EW>EBH7%YY[8)&PPNW
4=J** . M8|2P"[GEM@TBO+!&04C=|;9=W.T<9QUK)6PO3:BUEOKIXEA,8'V*7DE-O/'8 M|UNZTOF7=U&L_DRO9#RF$OEG=N.,'(K-%[KBRS)%=6HCCD(B&]6+(VW))R< M_+GOUI
54TZXWSEKV|0S2;B4M)LD8(&3CU(/X4ZQ.I-:WD5W]M5VNQ)&SPR$ M-&#G;@#(&/>I6U'Q!+#+MN;:,YD"J70G'.TYSUZ=N]27DVHB^2YM;V)@+9$Q M), H?#
[CM!P3DI_D4P*QL;J4SB:_ORK/N0);3+CD_P!"!^%*+.[6.1C]>HM< M,K@/]EEVC(?'&.VY/^^?>K9U'6UT^Z'VJS^U"?$?S+Q'D|]>3C'ZU"+_ %N2
M[9Y;BV|A7<(%D4!ERA4M|V.O84^2^UZX11Y|$&^1=[+(N4 9#G[QSQD8&*8$M_'>W-T|MO?ZA$AB MC1!]EER"#|QZQHGS "VEY;?NR3CGC(Q5A+_ %]Y2K75HD?[ML!@5.>%W'KUW;N/I^.
[I>I*VFP&^N(4NMO[Q3(IY_"DF!R&FQZXU@JW5Q>0S M&3]ZS6|CE@ N",# SR/U[U,VFW32&9;^]2;#()!:RY*$DX/'/4?E7:?VA9?| M_<'_ 'V*3^T++_G[@@_[[%.X',6L$]O+;R&[OW,-Y_ MX"R?X4?
VQ;_||;W_,!9/|*F_M"R_P"?N"_E0@OLH]H67_ #]H%H_O\K)N!X_&G_TD*J7*U^%HSX3R[AXGC#HIB9:*O>)%4]]@%G5^V]_Y"'F_PR/YRQA6V!DG%C3TX6W9-((.6Q]G1/VU=UNG#3K'HBJ&3Z2Q9;K[$U%&[$3D>X@+
N#_OL4?VA9?_`/!7PCA3E6_$Q=HF?=A_N8PHX[![QJ%(7R[5_V[QT5!(Q/*+RK#OAV]/3=E6B$@0N5ZGB[GNXA>"P9>%5W3P|VNB(,C^U)$'HK%BO*2X[X!]X;NOD(C$/G[6/(TG<D/+T;_9Z=UV_|N]MZ
LG^%']L6_L6_|;K?^JH&D5=[C\;@U[^A*ZZ0Y0=7BR4AK(Y8]E)Z'@0+TR%3N-P8%H6Q5C$G=9R/V"K4@F-V%'BS$'_TG?9#[_X1_+&QNFY?2*_(M:Q5O4*I$<]IR3PVKCUX7S*ZF[=V+N<5NOK><D9H?J]6%EKVFVUK0@5Q6A.NXV.5G2K:9L0<(^+?
[63^XWM6E_:%E_S]P_]_!1_:%E_S]P_]_!1_ BZAYN/[X_N-0_ | M>W'_+&|_P# M63_"E_MBW_NW_P"__&@!7^T++_G[@_[[%'V^R_Y^X?^^Q7'_P!@|[_T%IO_ (?%K3B'#32?Y9XDK(.92OJA'9)#M'L
NYX]*"ZM?0R788[I!(N&&>,8]N/J#6K_ M &A9?|_<' ?8H ^/]#S^^ _<K%TP@RNK5+UIMR9+V30+[YF.;TAZ2/.3*=Q82:OAG*EF?HFK]?%A"J5RWH2$)9SUJ=^A2O<]*'[AT%IO62X(FNE7J[W*RD1S*&ZOI0SK</*RI'XC+@!7=6R%#9G[5*4:6A
98L'>.?W2UI?VA9?|_<'_?8H A_B98L*1>O#Y=SFH9*+WH6*4^?9Y=42YB;-4 ^YG*#9!X-EDTI-"CKTEN5(;3%UR!G*U?\TLRV!ZU'9Q]?S=(+-@'YFN?2*'ZUI-Q=/?ZS@;^5V]:TA_J8A:9(Y!?T*(+%HM^.E9S@=7,P?F(@&#ETRBIMGMT?RX1Y_
V,_P"E0C]Z_P#&/[QJ[:%E_P#/W#_W[% 'AM1_Z"TW_@,?_BJ3R-;_)_K'_P%?_XQ1_:%E_S]P_]_!1_:%E_S]P_]_!1_
&A9?|_%Y_X"R?X4?VA9?_`/!7PCA3E6_$Q=HF?=A_N8PHX[![QJ%(7R[5_V[QT5!(Q/*+RK#OAV]/3=E6B$@0N5ZGB
LG^%3_VA9?_`/!7PCA3E6_$Q=HF?=A_N8PHX[![QJ%(7R[5_V[QT5!(Q/*+RK#OAV]/3=E6B$@0N5ZGB[GNXA>"P9>
[II6N=&AM+)GL;E8[JW$R()6.,XPOWNO-/N- M3|/6IC#I=8:W%P2'DPJ'/7GV/Y4 0+K=U-:+*GAZ)"R;OGB)P>P(QVYS761V MEJT:M]E@R0#Q&/| "N376M"|T1O;7JL2<
2.3@;>3AN^X5;M[O2KF^%K';7> M5B>23=*^4*[3MQGDX8=* .C^Q6A_Y=8?^_8I/L%G_P ^D'_?L?X5R?| ;_AS M8[;+K"!2Q|U| MC ^]U^8;^]6O[&LO[DO_?]]_P#&@"A%X%M0ZSYUE#M*A3O).<]0$Z=Z>WBOP^|1;7LDDB!UC|UPV#($Z;O4_C0! MW'V"S
+]BC[!9_P#/I!_W[%6W@G;!\;W6 @WM>M;DR4]0BJG'A+8DH4X7RO\$79DUMNJ@|E*[#NQJG.(<$HUJDXZZ*L!N?Q:=^EW.D8?FMR/X7;*[0D3-QH;C3[P:)M;5JX3N$DTA!-UXDA+YDC/[^2RZ&LDRK9.L6ZQZ0H7D+AV*:QGPU.?8ZWOP@3OW6U
,^D'_?L?X5NGX,!:HA!=JR';>L*MKV(C:H9]MJ_1FPAG5*GHQ+K92R8-53:(WNFN+1[Z8R,"Q;5/_7?A(!F,2A%CX,9W(HI.S6_0UN*'GVW_|S@$4@!A=9/>E4UK3ZHQVI=J4TJG(*ZM-E@I0G4><[WP4.U^[!XY84R5G2!!S(<[AV!?TW_7XH2QQX*JG;)S+
0W/B/1(M,74(K6[>%;GR M)5,KAE'EM)N SSPH_/| "A =I]@M/^?2#_OV*/L%I_SZ0?| M+GRN2)+L'|I!^W;H&MPHA%[3?4!,8@ST"L?:%AZH<I*W[8@6!0;3X>&1:J7PDEZ%//(6'!8=F9[GFU&%C*GF1|=SE-/F[2B^5@W:SZ<8 P@.!0C0#7KD$D8UDX!&*1X
/I!_W[%<-<>*-#6*26WAGG0*&BVSR?-EI 23GAY|5^'4DE@MH+NXNH9426 22!U!D5#QGJ"_3U&*FC|3>&IF=8 MHKY]@W%@9,8V;R>O84 =E]@L_P#GT@_[]C_"L[7;*U71;DK:P@X7D1C^|*AT
M9-*UO38[ZUCN!%)G >613P<>M&M:19QZ1<.JRY 7'[YS_$/>@#>484?2EI%& M%]J6@ HHHH **** "BBB@#-:-9-><.H8?95.",|ASBK#:;9-(TC6D)=R&9B M@R3SS^I_,U$/^1@?_KT7_P!#-7Z
*RZ?9HK*EK"%9MS (,$^M(=,L6?>;2'< M&WYV#[WK]:M44 5GTZSDB6)[6%HU&U5*# 'H*'T^SE*E[6%BJA1E < <@?2K M-% %4:98JRLMI "O0A!QP!_0?E3ULK59C,+>
(2E2I<(,D'J,U/10!3_LC3]N MW[#;[>./+'8Y'ZTO]EV&[=]C@W<|^6,|]?ZU;HH KO86LNS-1-Y;%DR@^4D MY)'XU3NO#NE7<(A>SC500?W8VGC..1]3^=:E% $4%M#;*RPQ+&K'<0HQD^M2
MT44 %%%% !1110 4444 %%%% !1110 4444 %%%% !52|_UUE_U|?^R-5NJE MY_KK+_KX_P#9&H MT444 %%%% %2|_X^K#_KN?]%O5T>6ZJ7?_ M_N@ HHHH
D*EQ110!E:=_R&=9_ZZQ?^BEK5K5_P#^_K_^_8\^A*Y.4H?_AR<>FN@M <)AX>X9F>:;GG!^PS76^B?U40+%+]GF?.@]>U!*:73DN<Y+9]@:><X#UA6(/%6,3@U#_9*_]BH2$3X[0;>P>OH#Q-$TN[]V&!N0[I@W]Y
77?"=XPNY$M-TC%GEEC7(9#CYCUSQQ5 M[6K;08-(%W>V4#VJ,A&R,@R>.G)]_>V^E'3;C3KF[*0+&9909R"D9SR3GA>"/3 H8(B2]|- 2V^ZQ3!! MDCVJ.0.,]LC]*@M;_P
+ZDR:7##:R+,OVB.)H0%<[F!(!'7*FH8O!?AJ>-)(M5?RVVO&$N7 4=<+@_=/7'>KD.D:#IE[;LKK'.#^Y5IR> 6& ">@,IX_VA[56 M@BH-2|,7]I+!UWX5:W<[;%X[.(3%%B!,:+G!QCMN/| WU[T/?
>&;:*6 M|CBM&:R(=S'&"T1<@9]NO/XT^W|,Z-$+DKO?[;%Y4K/,Q,@P!USG/ I5|+Z- M&EW$/-S'[^[*6GV&6Y=!.=B*6*DAMQX]< M'ZXJ|NG6*,Q2SMP6&#B,<|8_EQ61I>C>']$U
-8LB7+H(<&8L6PH]3UP :VY M;NW@"F2:- S!%W,!ECV^M #H+>*UA$4$211KT5!@"J>O?|@2Y^B_^A"M!6# M$$$$>HK/U[_D"7/T7_P!"% &@/NCZ4M(/NCZ4M !1110 4444 %%%'2@#/'_(MP/|
]>B_^AFM#-9%S>VMEKQ-S<1PAK50I=@,_.:F_MW2O^@C;?|?P4 ?P4 :-%9W9W]NZ5_T$;?S%G_/?U5K3_,X#4#W"H+*$H]*4"%3_<6I3L=?Z6AK?NF1ZG;_**$@0/8^%S+K,Q%(A;=HY"S(Q8,M%UQ:R5Q.*P(FRTM&WQ>R|@?!2[#XL!A;2H>Z^9)B+MTC^T
V[I7_01MO| OX* -'^%9W]O:3_T$;?|_ ;?|CZ5-5_'1{SM 4=ZRU *X5@:N^@%2BK|NAP=2+%?UR8^'X@ME!2]TWK4QCJU;$JK2!I1(%1TGJWT2\7@A@*M"FD3OIFD&>!75XNO0|Q)9R^:I&CW+5H?0E"J=Q|O;<7!*D!X!SE?N><>*P[M$+9E&AC!QK$XJ|+"W@
M_W|% M&C16? &ABBL_| MS2O^@C;?]_11_:FE?^@C;?]_1_ 01MO_ ;?|^%6[E5I*R&@H!H#U7H>28&B[#:LO6^WNEW%B+?!0]!$[YD#NPJ&J/J#?BN@JYM0ONG@S3/3.8%0/Z;]R_&JN8"P*ZFF/Q<=IDPE%#!7!U*DQ?*J1WLI%3ZX;K#+5M:7<LQ>KT_.?*8^%Z.'<#8XQ^F#5WT
*_MZ"-K_P!_10'9/%QH9Y0^(>XR,5$_P_MZ"-K_ ;?|.C:QY6C%XP0H7>^^YPD.0G(QM>XPE7"QT"]:GYYHKP7D%UOYYVGB!O/2%<I+[:'3IPO)^@(R%4O$0GNBU/-ZX>MOIM#H>WNPF9@R&.=@!G76<A2M-@U2G7$D7L+&A=3;1:WL%(@?3
[3|W7V%=/_;FE?| 01M?^_HH_MS2O^@C;?]_1_ 01MO_ ;?|^%6[E5I*R&@H!H#U7H>28&B[#:LO6^WNEW%B+?!0]!$[YD#NPJ&J/J#?BN@JYM0ONG@S3/3.8%0/Z;]R_&JN8"P*ZFF/Q<=IDPE%#!7!U*DQ?*J1WLI%3ZX;K#+5M:7<LQ>KT_.?*8^%Z.'<#8XQ^F#5WT
^_HH_MS2O^@C;?]_11_:FE?^@C;?]_1_ 01MO_ ;?|^%6[E5I*R&@H!H#U7H>28&B[#:LO6^WNEW%B+?!0]!$[YD#NPJ&J/J#?BN@JYM0ONG@S3/3.8%0/Z;]R_&JN8"P*ZFF/Q<=IDPE%#!7!U*DQ?*J1WLI%3ZX;K#+5M:7<LQ>KT_.?*8^%Z.'<#8XQ^F#5WT
_P"0)<_1?_0A6C6;KQ_XDES]%_P#0A0!H MC[H^E+2#[H^E+0 4444 %%%% !1110!D7- "MRFS9SY.^.-8^#)AN,^GW>.M9|6KZ7<18CT-=^U#G?|NYE#?7 !_'%7+*|TN[MO5M8](0NTGEEMW3A|DCJ/N'CW%
$]IK.KMJUU8SVJ;H;=G7"$>:V6QCTR #^ M-5;?5/%"F3S-.+QG<=35-]2TV)U3^R('N9#,%*Y 41MCGG MW%2IJFGC;NT:)6|R./;YF2692?P&X8SS0!?2]|1B*519,9!*RQLR|,A)PQ_E MCZ'O19:
[J]U!J&ZS"SV[QHL80D@$@,WOC)./:F:5=:+JE_)9C3$B,2(S%V_B M=58*/7AA^1JBNLZ%R4T9&: -1=6UR&PO+FZL @CMC)&- MA^|%4X/KDLW_ 'S40U/Q%)H)(.!G_=^E5%U72+B9HX-#|Q
MO0A@<_45>2;17T5+]=/ARSJAB+XV$G'S'M0!=T*|U:Y0+#H3OB-70L=N23@#||@_2@#NL#T_2C'M^E<*NL:3(ZQKHOF,T0EQG & M0Q Z|]",^XJ1M4T@X/| 8Z%C*(BID 8/NP>,].#@]Z
.VQ_G%+C_ #BN+U+5 M-$TN_EM&TN-GCS@B0 ?=W'=D_+D<#/4U!-K^BPEU_L27S8FV;6&W!SCJ]>/[G M_?8H [O'^^4GX?I7(SW6EVNF?;I=1(Q(T:J7&2 I8GKUX.!WJI>:MI,1G%K MID+F&-
V8LW(9&(*[>I/RF@5SNL48^E<(-9TEAYAT>-(O+#C>^&Y?C'/]QJ -O'M37& M$;@]/X1S^%4#H>F$DFRBR>O6C^PM,_Y|HOUH B|/OJDNF ZNFR|WD.H7"X[8 M_#&??-:N/:J']A:7_P ^47ZT?V%I?
I7/6&CZ>^KZPKVL942Q8'I^Z6M'^PM+_P"?*+]: -'%&*SO["TO M_GRB_6E_L+2|P#/E%^M #M*4+9D ?O7[?[1J]BO/9KVQTN^>WDTE9(%+,9 M0"3DEFQU]%XKH])M-)U6P%TFGQ*"[+@-
N'RDC((ZCB@#>Q]*,>U9_P#8>E_| M^47ZT?V%I?_/E%^M $BK2"O^G8N]]_HM P:M_+Y+=JYSWJ1=SJ$|Y3]K O!HX^E&*S MO["TO_GRC_G6EP#9O8LX^GU8:*2C@Q^_/DVEI_.PAZHQ^1=K^4P$?J-4TY-;/BDK*_^@7-GFP!3*-&-/#4TC_TV0)
#'T_*C'^<5G_P!A:7_T[ES]%OV9<SY1>K%UP1M/XVJZ@ !2%()E'U7BQ76Y.H>^%=V)^=RJM3L6-EJ0E6MF3@%0VX.^;A&T@J5/^H)C8>)_BE7>*<C]Q4.<7@H$!2!K7^U
^8$=361;^)1=6ZW O=04.6X= M(@1M0.<_)Z&M_P 06BW>IJC-;!!%&6^THS*3YGR8P1SNK(G|/6=UYT|TVC-E MC+*3'(.1|I8C?^%-6 QS|0+6.)F2^U+S!(ZN@2+(V]"?DZ'M22_$"T@BBGEO
MM259E+9"0GD#(!^3N>![FM=?#5A4;2-5TPHR[PXAD*D9QG.[&.:M"UO3#YW]I:7Y6,[K)IH2]-XMU/]I;DR;8|GH/[GL/R%30P301K'%?W*(I"A8L#/7^"D*70)_MXF6F|?

()).K'[SVT3'U(;/WFRDGAG29;X7;_#VZ9MSOY1UX^5N=9E+^7NV[L7$P!Q MD!_88.1CN>EW'QOT^/P7K_B"&RN##H]__9TBW?[A))/-2,LKD',8,@.['8\9 M%6/ ?Q0O/'UOI6H6FB2P:+?6IG-
^]PK+&X+!H\ E<)#ZM<36]M'$QN(I"DQA#+(J@%6<%5) R>,9 MJCJ'C&\U;P]=Z%<> 572;J%[>6UBU&*-3&P(8#;C'4]*YZ.TMX?%":_%X%N(M;]9))"T>LIM8NP=@5.0!O^;
QR2>YI*+OJ%ST;4OCIX6TVV%V^HJ]F8EDWI' M(7.[[-L"KMYR+N'OGYQQUQ!)^T%X035=4TM+^6?5-/94DLH+:1Y7=F"[44+E MR&8 ['],AT2;2K?X>36MG(EU&RPZTH)6XD229223D$Q1CGH%
&!Q2 M1Z+;P07<5OX'OK5;B6.XW0:\JM%*A!$B-G*DX&><'TY.6HOJ.Z/4K7XJ&Y\& M^$/$$6F2S6_B">UB*K(H-J)Q\K-GDX8A2 ,Y/L:U]$\>1ZA?ZW9W=M_94VGZ M@-
/C%W/&/M+&*.1&3:3PPD&%^]QT[5YA)J4S>']#T5?!EW#IVC&$VD,6N!2/ M) \OW"W4GVK65F5954(KHK$A"%5 M1\H' %2XR%?LSN_"GQ(F\03:];7>FI97NFW3VD4$-ZLHO62)';RBRIG!<(<@ M
,#SQFN0?]I2RMY?""W6D2VG_"0QVTBB:Y0-'YTPA54&/WS*2&<+]U2#SFH] M.\27.EV:6]OX#\O:\|BSG4XVF5YG9Y6$A^8%F8DD&L"UL8;6WT2U_P"$(O9K M31IUN;*WN->\Q(I%8,C6_\+;\0?]"8
MW_@RBH_X6YK_ /T)C#_N)Q?X4#R"QP,ZE%S1RL+H]6HKRK_A;VOC.?!C?^#&+_"G?\+>UX<'P:V?^PC%_A1R ML+W/4Z7%>5GXNZ^JDGP:P'J=1B_PJ"'XVZK/&94\+Q/$&"&0:M 5#'&%SZG(
MP/<>M'*PNCUJD.:\D@^-VJW@S;>%4N!ZQZI"PZ9[>QJT/BWK_P#T)K_]A&* MCE8N9'J/-!.*\N_X6UK_ /T)S?\ @QBI&^+6O_\ 0G-_X,HJ?*QW1ZENH!KR MU?
BUKW_0FM_X,HJS[[XY:S8ZEIUC)X,E\Z^:18BNHQ8RB[CG\!2Y6%T>QT5Y M8OQ:\0#_)DUOPU**G?\+:U__H3F_P#!E%1RL+H]1HKR[_A;6O\ _0G-_P"# M**F_\+6#XN:]_T)S?\ @RBI?^%M:]_T)S?
^ M#**GROL',>I45Y=_PMK7O^A.;_P8Q4G_ MK7_ | H36_|&45'*^P71ZE17EW M_"V-?_Z$YO\ P914G_"VM?\ ^A.;_P &,5+5E871ZE17EI^+7B_H36_|&45) M_P +<\0?]":W_@RBHY6%T>ITO'I7E?\|
PMOQ!_T)C?\| @RBI?^%M>(/^A-;_ M ,&,5/E?85SU*M^Y@*YRA_7B#!_XHUO\ P915;U[U[QE!X=O_]-I<\U MG->I/]ICE3;&\|:$?+SDF4=NU)Q<]'HHHJ1A1110 I:DHI-U !TKY!^*GPWU
M3QQXP74-(6SAU#2-?NI([J^EW11*S0[\P&-A*2JM@[D*D AAFOK^O#[$[M:\ M2C_J,7'\DJX:LF3LCP*Z^$OQ6M+?2)8?$J^=8VB?:-FJSS&:X60M-(J-$ _F
MIA0C$",G@GK5/X6_";XNQZAX:U/Q%XK:+3(C%XV.,QQJ'P6 ..E/44*.,=:=T M'2J(&;1Z4!?:ES10(*;M'I3B::HI "K[4_| AQBDI:!C>!VI,4I%)TH0@\L> ME+M&,8Q2YI:=P&A=O3K2_E2TW=2 -
OTI0*3=2[J X]*3CTHV^]*!B@!-OI1 MS[4ZD)H&&T>E' [4A-)S0(,9/M2E1Z4M+0 S]**=BC&*8 1GM2;:6EH&,*YWX;C_B@/#H/;3X/_ $ 5TC=,5Y?X)\|*>(+KP?HDMOXTO[.![.)DMULK5
MA&"H(4$QY('3DD\4@/3MO>E_"O(O'EYK_@.QL[FX\6:_J"75REJ@L=+LY-LC ML%0-F/C+$ 'U(K/N/B!H]C:M-=_&B*S\N?[+(LT=@NR4#)0_)U'/Y4]QV/;6 MP0.*\9_:%^#>L_%AO#
[Z1=V]J=)>:=HYI2GGL=FV,,$;9G:P\Q<,N05/6EU# MQEIFD1W#WOQECM%M[@6LK316*!)2"0AS'U(5C^!]*V/"OV[QI;WL^C?$F^O(M;.
[EL9RNG6@V31,5=3F+L1^.12\BMCSN;X._%JTAOKMO%BWURVHF\%O_ &A, M(GA#2D*J"-2'VN@";]F4&*.=K.ZU2O>+M)\4>'M!GOXO'5](T31C#:?:$8:15/_ M
"S]":JW^I7&D)JLNH_$RZL(-.N%M;B:ZL;-$60Q),!DQ8QLD4YZ=?2FG8#A M=-^"7Q3L;.V2X\8KJ#MXN[8W\LJ3NK6AFV^ MLS3_ !D1!HY"WR"&PWPN20$(\O[Q(( ]1BJ7A[XE6>M0VS3?
$^[TB6Y8+!;: MG:6$4LGR(^0-AXQ(H'/)Z5,K,K5)Z'*0_ WX@>$_":W%OK"OJ.EZ5,EM#IMW M*N9DM;01 1A LVZ6VE4JV/EE!Y(VCWGX7V>KV?@/1AXAF:;79+=9KW@%><1?$*RU+Q-X>T'3/BK-
JVH:X[BVCL;6PDPBQ22F1L1Y"$1, M<=2.W-=1X;T7Q3K>GSW$OCF^B:.\NK8*EA:8Q%/)&#S%U(0$^Y-/H196L>C\ M9Z4T\'I7'?\ "(>)EY_X3S43[?8+/_XU7">#?']CXZCM?
[+^*UP\MU54Q9*X9&SC&'4]Z.;6P6/;?PKE?$G_".GA#'_#UNO_1!J$>#_M_$IY_P"$\U'_, +/_XU7#_$B&_\%WFCZQK/CZ_@L+);JXENFL+4^4JP$G"K M%\Q/3&#[4"2/:./K3L>@KQFV\42)' NK?
$>_\.7TT4DZZ?]]C907'E(')PKR"R\9:;JD-G/:?&:&ZAO+DV=N]O'8.)9@5!12(^3\ZV]K#\9Q-),+@JT=K9,JB",23;F$6%VJ03D]#3)?^A\U#_P +/\ ^-4:B.SXI-WM M7&_\(AXE_P"A\U#_ ,
+/_XU1_PA_B4_\SYJ/_@!9_\ QJ@#LN/2DX]!7'?\ M(?XE'_, ^:C_X 6?_ ,:I?^$1\2_]#WJ/_@!:?_&J0'8<>@H_ 5QW_"(>)?\ MH?-0_P# "S_^-4?\(AXE_P"A\U#_ ,
M_P!'VM<]_P (?XE_Z'S4/_!?9_\ QJIOAOH>J:7\J<]+:_P#$5UK .AWNU9K: M"(#]_;?\T&>OZ5G+8+N.Y]%%?Q&E'2D[FE[5RFXE%%% !28YI:*8!7B-BO_$[M\2D?2]GZ@!L9RT0(S !MEC
*3_Q.+CI]$JZ>Y,MB]VI,TXJ_P#<;\J;L?\ MN-^5;F%F&*2G!7_N-^5+L;^X??RIZ(5F(N10S&@[A_ WY4NUF'W&_*G<+,92G MM3EC?^X??RI&5_P"XWY47 3;2BCY_[C4;6_N-^5*X68M%)M;^XWY4?-
<;\J5 MQV8M-;K2G=<;\J0J3_"WY4[H+, :7--VM_=;\J=T"*.IE.VM_=;\J M-K=T;\J=PLQM%*ZL;^ZWY4>6W=6_*C0=AU)2'/3:P_"EVMV5ORI:"L%-ZFG[6 M_N-
^5)M/9&_*GH.PWTIPSWHVG^XWY4?-_<;\J5T*S%HI/F_N-^5'S'S'^!ORJ; MH+,6D-&'_N-2[7_N-^5/0+,9TIVZC:V?N-^5&T_W6_*F*S$;UKGOAS_R(/A[M_KP@_P#0!71%%7QC8WY5OPPYC<^
O#QV,!_9\';_8%*Z'9EOQ!X:M?$EK:V]V MTJI;W<%ZOEMC+PRK(@/'3%/*$",BW,,L4BEA$ M&?"S,5+EB"%&<<5[;M;^ZWY4TQM_=;\J=[.Z'KL>-VO[*_A>WO->N'U/6;DZ MQ)*\ZS3Q-
L\R&>'"DQYP$N9<9)Q\O917HWA'P?;^#8=1AM;JYN(;R]FOO+N& M4B%I7+NB84?+O+-SDY8\UOA7_N-^5+AO[C9^E%T-W9ROQ_Y$J_'^U#_ .CD MKDO'W[/.E?
$*]UB2^\0:]:6>]NLMSIMK/%]F9Q ("VQXVY**O)/!4,,$9KK_ M (EAO^$+O_D8#=#V_P"FR5T^U\GY&ZTO=8*Z/(]9_9G\.:Q"-MWJEG29V&4()S+(O(/RMZ@&J0_9-\|(+>6]PEYJ\0C$2S0I/'LN5C97B6
M0%.BNNX;<$DG)(XKVD*X_@:C:_=&H?*]Q\T[6/+-%_9W\.^'?&C>)K*]U2. M;2X8HH[+S4^SRO';/:I*Z[,[Q%(R_*0.AQP*ZWP'A-#O&+;1_:FH$D]A]LFK MJ K?W&'X5YIK&AZEXD^#?C32'_^#?C32]'##5+
[^V;>UVN$S*T]PJ#<>GS$#/:BZ2T)Z MZG=ZI;0ZQI%Y:F[>"*YA> W-NP#IN4KN4D$;AGC(/..M>7:7^S3X3\.^(]+U M?2KJ^TV&PFBGCL8GC,1D2(1 [F0R*&54#*KA6VKD<5PVC^!_BO:Z3#I4.E?
9 M-!32EA.FS&RYO1(KER 7'EE=PP&SNYX%7]/\%_%>:YCN-8%U?E[=83%++9K& M#'?(ZR21*"JNT.2-A;!7D],3S7UL%WL?1(SC %>>_%3PO8>.+K1M U6-GT_4
MDO+:81MM8*T##*GL1U!KR/7+WXR^$M0\%6=S<:MJ<%Y?P/J=Q96-O.8XBMKY ML1*1A5 D:<*200NYB6P*]U\2QM_PF7A$!6_UEUV_Z8&J;30O,XW4/V<-*UQH M3K'B+7M786AM+AKJ:'-T
LZQO(5B!W1BZFVXP.1D' I[_LV^%6NH)VFOPT,X MGVJT0#,%0#/[O./D!Z\$G&*]9VOC[C?E2%7Z;&_*BZM8-3QW3_V7_">DWFF7 M5K/J FT]XFC\X03!@D-O"!\|1VDK:Q'*]:"O_
'6_*C:X_@;\J;M+5@KWN8O@WPO; M^"?"^G:':3W%U!8PB%)KN3?*P'=C@?RQ6UNXHVO_ '&H"O\ ||V_*CF0[,3! MI=II_^C[6HDU8J*:9[>?O&BCO17*;!1110 4T]:=10 M G\-?)OCO6/">B?%+3-
(U3P'H7B35O%?B"]A.HZM;"1H8H!;K@8B=F.)0%!V MJ-O+#K7UDU> 26%?&6MZ/\.-(U"/PQIBZC=K)H<< W-%YJ0;G3AR, M C'RY]C76-^SBLB39/@,1S0);%5\)3 ")/+V*/\
3^,>5%R,']VOH*OV'PMN M_!MG)HUKJO@>PM=; LY+-?"LH2\"0%1&5^W8;$,9&/[JFK;CT)9P_P#:'PN\ M(1M;^._AEX7T/4([(QRRQ[I!"IWLEO-A0IR4QGYESGP_$_] MG^>QGN#\.+2*6*9;
<6TOAE1++,91%Y<8V,'T\Q??'5WWP+TWPC9M?W=S MX!LK:.WF@:67PK-RC1R!PQ-]\PV-(.?X2P& :O-\+X8=5BM'U/P&-061;X1' MPO+YGF.V]9 /MVD@..#C8MM9^"&J> _%GB:Q\ :(((/#]O).\|=
[H\5M MYX",T91F3E7*E5;U[5T*?L]R-]A9)/ I^QNCVY7PE,-A1(HUQ_IW0)!",'C$ M:^@K43X.ZO'92V*ZEX+2UF,+/;CPI*$;RFW19'V[^%N1[U-W9D]3R'PK\5/@
M1JW@N#6M1^'&B64T=BEW>PP:1!/%;.UVUHL7G!0C,TRL%(."J[N!7;^!;CX$ M_$;Q@?>"O#[:I_9]J:L(I=&A4FW<1D$@KE2/-CX8_-[&M34O@K+91:I]I MO_MK'K-
Q;_;''A6:/[1,LH:$DB_'SB1@5(YW'U-7?#_,&M5\|+>)I-?TS4_M!UGJ\T MIKV/PQ.)9(AL&PM]O_Z9Q\]3M&W\?S-*B^,?##M$VQ]OAN?Y3@'!_T M_K@@_B*HWM_XTL9)$E\;^%U>-XHW7\A')R0TK;
(Q_P ?_5F.!3NP-#_A0?PS M_P"A |-_^"J#_P")I?\ A0GPT_Z$$#PW_."J#_XFH7/CDZH;)?&7A=;AXS<) M;MX=G+B/.,_|?W(!(&<=ZGD@\9 MX((7N-.\|:>&);;(QM\.SL>0",G[<.Q! MZ="/6BX%O_A0?
PT_Z$'PY_X*X/\ XFE_X4+\|-?\ H0?#G_@J@_\ B:I37WC! M-%;6AXX\|*QZ2L)N#=-X?G,8C R7W?;NF 35N2U\>Q20QMXQ\,*\F0H;P[/ES MR3@?;O3^5+F =_PH7X:_]"#X<_|!7!_\31_PH+X:'KX!\|-
_^"J#_P")I_| M9WQ 7!;Q=X:QG_H7)Q_[?4BZ;\05X;Q?X9)_[%N?_P"3Z=V T? +X:?]"#X; M_P#!5!_\32_\|*#^&G/\ Q0/AL?\ </+JgZ;q...

MD2*NB7.PNC3*R[_/VY!MI^,_|LFQTJI-^S'H&K*DFM7U[JMP;JYNIGW+"DWG MPK')&448"YCCDP/^6B[O:FZ3^S'X?T7Q5X/) MMW
R&XD:0*0'.,^A>@SH=%|=3:U%+_#K&VDECFC:Q=7C,3.K[E-UD %& MY/89J:/QC>?VS-IDWBC0K>]C=8Q#-ITB%V90P"9N?G.&'W<]:X_7OV9=,U&| M6>*_N9"VH+
<[)"D86%KF2:XBS&JEPZSRI|Y/RL!UR3K^,OV?]-|8>*(M9GU? M4+4+<17#V<+)Y3M'Y6WJN01Y0[_Q-4M]@=M;&AJ7Q!_L_3K>]_X3+PW-!<74 M=E"|-DT@DF=U0(N+KDY=<@=
+O#T,1A6X87%@|31QL<*SJ MUT"H)XY[UCK^S?H,-UI4MK?75M%8_9P8XTBQ((?LI3JGRG=9Q$D98FWR1FWSO?9N96%L@*DX^9CZ8OW=-1=#K+3 MQMPS3['QK)J-S>06OC
M/PU/)9PKA|AY$|H& MW3S9Y1L(3D[KF3YFR2-H[9J#PW| M+|*:;K5G:ZQ?QC5]-CT^:9619$V"0"6 M,A?E;$A]N!6=P-./QIJ-UKUMI5MK^CW,]Q&DT3Q:5*T;HPD*L&%S@@B)^_IZ MU+>>,I[2
NWC#PVQW/&JI9,69T&710+KEAD9 Y&16;X)^ 6D^")+![74K^Z- MHKH#<2*Q8,]PQR0 >MRP'LJ^^?U&&#|CNOL?B9AG^U])_| !7+_ /)- L_%'_08TG_P52__ "36 MVOR* .W%/S028+6?BC_H,:3_
."J7_Y)KCX+/6;?XX:0VHZG:WB-H-^52"R, M.T?:+3C)D;_.?P]/S7#7Q_XO9HGI_P (_??^E-I0,[FBBB@ HHHH **** "N M2^'X_>>)O^PW] ,]Z6BB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH
#7,?#'_DG7AC_ +!MO_Z+6NGKF/AC_P DZ|,? M]@VW_P#1:T =/1110 4444 C_B177_86U/|]+IZ M .FHHHH *|G^/-AJ6I-H%OHXD.HR&Z$2Q.$8GRLD DC' />O6*|M^-OB:7P? M-
H>LP0BXGLX[V2*%FPKR?9R$4GL"Q)[DT J>-++2=&U#5);:X:TLK(W[M''DN@5F*J,Y+X7H<=1^!K'5@>) MZ=>?&Z^N+N2226SM[=%NECDL[;,TX'SVBD$_N,D;9/OD_-T-;S#XA:KX+M!
M=W&J0:I#KQ2:>S@@1[BTVL%8(R_)'N9 M"YLP'NX>VGM["2^N;&ZBN M HEA:&.7NV:UCNIG%N?*M M_*MUD1R$);86F(;(),9R6R UBD^WF*4)*|X*[M S)(BC)##>P90#EE-
>D1_M(^%YFLHHK:_:XO(?-@M_+C$K'[1]G";2^03)T8 MX4CG=BLO2_VG-&^RF/4=+U"/5(PS2VD$ MZ;|58 MM7.J7|.GQV_F6US#;M- M=L;^07&& !;%L(RH!&=_4GBNF|9?M3^$?
WBBX|.WT5Y=:O#%#*+6Q6.:23S M98HE 57RIWS1C#[20'=*FN=.O+07+WUZABC0M%:3(@ MZG=Y5VC'CC('/.'OL-1;Z&KIUS|5-<6W?4Y=3TB:.[TUVM;:WMS');LD1N"S M[22XD:4,H.-J# .>;-
OJ7Q;U*V$@@FL)(+&Y9HV@@'GW*V=L(UYR0IN&N2". MH09X(R6O[8O@JXM89EM-6*26LM|&-H/^/5+87)G^]PACY ^]G@J#Q3_#_P"T MY%J7AF'6Y= O([6Y|4-X=BA?9'-'|A;S9
S8&,'(!Z4*5H["L6M>OOB;#X#T M,Z=)/6.RB!=P3]GCF63;Y:,,;W5001P%!XSTU7XH2WB*S:K$=E^SK M]AMO+6X#*+:(,1_J=F]M_))P&(Z5T/AW]I;POXH|.ZGJMC:7[?86L1]D>%1/
M,+PH+1D7=C$AD7&2,0BE=:Q|6-7T_4=0MTN]%$,&ZVL?L<#R3OYP!!R'*GRU M)!Y +@D$+MKT"-I)/BOX=:=&2X;PY>%U<@L#Y]ID''&?IQ7CO_#945YK6L2: M?X>N;O0[.VBNK9U
$]W$Z*PD4$[0N67&Y@2#TR"*]C:9KCXP:!*R&)G|.WQ* M'&1_I%IQQ4K033B=_1113&%%%% !1110 5R'P]^_XG_[#=Q_)*Z^N0^'_P![MQ/|]ANX_DE '7T444 %%%% !1110 4444 %%%% !1110
4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 !KE_A?_R3GPO_ -@RW_| M1:UU%NFKF? MA[_R KO_ +"VI_| I=/0!TXZ4E+VI* $.:|[^*&@V7BK6_#6CZBI>QOEOK:9
M5.#M:V8$@]CZ'L:]%KR3X]^$;OQW#I.@6-^-+NM0BOK>.Z8,0A:W;J%(.#T. M"#@T =A<> _#-["PN+&&1?-^T%N01+ER9 01M8F23)&#|YJKJ5UX.|/Z#K-] M?S6,.E0HT6H232
QJ"2Y5|GN9#QU^<>U>&>(OV2=?|1:A=S/X@M+"VEMO+BM M[%KB 1'R8XUB!#D&!7C,VQE.7;YB1G/3VO[,(/P_|7>%[RXTZ9->U6WU5YDM M-JET^SEPZ
XR6A8C&!|_3KE7;6HSTNZ^&G@O7)IKJYT/3KF:ZW-*|D2LS;@P M8Y[9#MT_O$]:U+CPCX=N=/?3Y].LY;-I)9F@DC5E+R;_ #&P>[;WR?| :->& M^_V5-8|-^/K'7-6|4?VII]G>)="R194^U2(+K;<3?
O"IEW3Q] %Q"O!XQQ4 M'[,OQ#|4>,/B4^I:M<^'X=5UG[5IFLQWHD=;-GF1X$C4D@&"8@,^"I"@#Y U M&[L]@/H0^_A[JVM7.G2:9IUYJL%G%YT MJ^-+?5[ZU4-J5U]FE2>Y8/=G:A$FU49;F-
6#*?| 4Y&,U9UC]E'QE=>,/$.K M6?Q)D33;U;L6&C7-F);6TWB3R,J6^<1FZNNO!W1|?NP*/02|SU2|L_ 7_"<0 M6KR6L>NO*[_9UE&^622"098=2?*67'H-U=GXCTS1=:T&]L-:M[6|TFYB9+F" MZ4-
%)'CY@P/!&.N:^;[/]CW7(=+M+:[|7"^>"%XV9@|;MF&|B4"13D;1=CMS ML(P!@#H?&?[-?B+QEI/@?3[KQ/:K;Z/IC6-_Y=B%^ULT)B9@ 1A#D$)D 8[] MJ=K=QVZGH=G|'?AO-
=0ZO;^&M(>>1(3'>1P*2RQF-HB&'4#RHB/]Q?05"OPM M^&-KK,.GIX=T9-1CLD6.-;= ZV|9C1<<9VKY<2_15'0"N&|4?LY:_J_A?P3I M>FZ_9:8=!T.71Y/]&D9!
(R0J+J$!QMD41.%W9QYA/4<|_<_LI>+%MXKG2_%= MAI6HP7(N(8(;>8VL:B2-_+ |P-M(0D||EV[4:7MR!SUXKP+PO^Q;>Z'JF@ZG<>)EN[_3%A)E_?@.|0L1&<>9@!?LL M_;GSSG/-=#H?
[+^I^%Y]!DL?$"NUGJ]OJD|ER))5HM|.? /A?PKJMB-"TFQT*9?M%[!]G187$8!#/Q_"$4C^[M&,5F MV7AWX8W6L6.EVFGZ.VHP-=7UO';JGF1MOC6X?(Y!+M&'SU.,]*|G|9_LD^*O
M$WC#7]4B^)5Y:Z3?&]%MI&PB&W6:*0Q=""3'1M QM%4(?V)+ZW|3S: MS;>([6SN8]5N=3L[BWAE26,S7EI.P)#|GR[>2+(X(D!QPS#UK9TW5=-UKXI^&;O2;F&[TV M7PU?-!- X=&7[3: $$=17F?
CC]D_4O%OCGQEKJ>((+:WUR)_(A:.8M#(T-E& M#Q(%7!LL[T <[P,_(*Z;X3_#^X^&/BKPEX=NKY=1FM- U0F= P7#WUNX0;B6 M(4,%RQ+'&27>JV M|%]);0Z<";AW$!P$PK<_|!/TKVH|5YU|5?
$VE>"]:|,:WK=VECI5B;R>YN9, M[8T%N7&K&UM7CN)!-/;2QJ/(|SSU.5X=/*DRA^8!3Q M3]&^.7A+7-)U[5DENK;3-%N4M;BYO+.6$,[)&RA RAF)|U%P!G)'&"I,WU*W M>QY+;?'#XIPZ?XBN;?
PNNHRV;:E=Q6UUI]Q;S?9X8(9+>, AY)&E(!_P"6 M;#)(P*5U^TA|0?$.BZO-I/A:?1WC@NI[*6^TB|=KE8I2H 38I5O+ ?:>6W@ M<&O1K?| :0TO6M=|46'A[1;
[6QH.DQ:K+)$HA,V]Y%,2"7;|R^4^&;N_LEU*.QO&$DBVS)(Z.3$67+)$[!0=Q"GC(-5S+7 M04D[7Z'(Q?M"^.=0|=0^&K#P=,T8O3!-J4UE=) (=_R2*S*%;=$"WWL D D5
MV'P+^+WB/Q];LOBSPY+X;OKB20VMJ8I252,)O64D81@S8&XC>.0."!I-^T=| M.K>UANI=>C@M)HYY8IIH)45O(W^&.E6/#?QR|*^+_$CZ1HLM MQ=7*V3WOF?
9)$CVI*T3HQ91M<.A!5L'D<4W)-=B=M6>6?$;Q+|0OA]|0/'FM MZ4^M>)-+T^STIM.T5K9#;%[JXDBN&!2+>XA6-7QOXWG<<$8CC_:(^)$%G?WM
M_P""MMO'9LUNEC:W%Q*UPIL@05.T%";N3!R"!"Q/0BNP?]KKX=IX?M=1DOKC M[5-:VUV=/6U=YE680'' VLRBZA+!22 U;,W[27P]CDO+6UUJ&[U*UG>U:SB1 M]_G*LC%/N],12'=]T!"
<|5%FBTUVN>/ZQ^T)|7KRWN7L_!7]G1(+21)'L;B: M5?GTYIPR8 *[+N<9'(^SOW''8?%+XP>._ OCC5;33M";4M)%MIK6TJ6$|RQ> M=-,EQ*[1 [PFR/*#YAO4],D]7#^TW|.OL^ZZUR&WG5$,L
1W*NQB4Q@JI#NK M3Q*0N2#(N<9K;'QN|$OX5M?$O]L0KH5W<&U@OY$=(Y) K-@$KTPC<]"1CKQ1 MJM&1;2S/*O$/[1WC+2M6^'^FP^$6&I^(-(M]1O-+,%Q)<0.||443;&(U=
MW)EV_P"KV]3Q#;?'SXGK_9|4_@M9-1N-*BU%[*.TNEY>TEN&02D; R.B0%6(M8N^0.@/IEK|=OASJ%];SP:M;W%S(J1)-(XXXB5F*B+<6)16
M8C(Q@^J^#/CAXQU+PMXYU75O"EU8OHCR+9VL=E+)//MD=1B,E2^55&R"/O'L M,GW_ &1,O"@BE6-%'"T7TL+6YXC|#_C1XJ^(^LO;:]X6N- B_L|749DMI5^< M3-&RNS8"L=H<(?
E;.XXY[B|;_B]6B?]B_??^E-I7;"*->BXKB;Y?^+V:)Z? M|(_??^E-I0P1W..,TE%%(84444 %%%% !7'?#O| UGB?_L-W'|DKL:XWX>G] MYXG_ .PW M-;7-K)<3WT[R2K/YOG,
[%|LS>?)|Q.>1_=7'87GP;|,W]CKUC+:2&TUJXBO+ MN)9Y%'GQB,)*F#|CCRHCE<:-&F8%F9B2Q:XE);J2W).!65=_LX^]0N+::;1|O;Z7'HL9|Z0'[+&K M*B9SG@.PSU(/)->H$TASVHZW'=['C>K_
+)/PTUS7I-7N]"DDO76Z4R"]G_ MTEYGFP-^!N-Q*?| @0]!CKM'^#_AOP_XDN-.9UN9"KB64ROE= MV,[R2#U&2!7:58/G.V MT@Y]4SW.9=/_ &;_ +IMQ//!I#))+--/G[1)|K3).DF/FZ%;F;CH-_&,"O3
MZ7)H |FL?V7_ (?Z?]D=]%I4PGBN([J)7O9V2*19(9-R(7P-SVT+-Q|Q09[U M=OOV=? VI>"=4|*7>CB[T34K|:G=6|DK_/#G*Y*+D+@$9]37I=%'6X; MGE&E_LP_#_1+?
3K;3M)FT^TL6+):V]Y,D+'SVN%WH'PX65V900=IQC&!5K3? MV=? ^A^(!KFFZ=<:?J_V:&S>|M;V:-Y((5A6.)L/|R 6|?!_VO[S9]-HHU$, M157 7I3Z3;2[30 5Q%]_R6O1?^Q?OO| TIM*
[>N'OC_Q>S1!_P!2_??^E-I0 M!W%%%% !1110 4444 %<;|.^9/%'_8;N/Y)795X:OCB7P=K&LQ7/B31]&AU# M7KB*TBO-.EGDD<"/=|RSH,98=N,]: /|*:7/ MJ.I>)-$ALXE9WE&B7# !49R<"Y)Z*?
Y=Q4(|4:[_ &Z=&/B313J/E1S>4NAW M'"2>;L)/VG'/D2]_X?<98'H^:7-<@MOXO8?|AW1,_P#8'FS_ .E59|.J>)+C M5KO38O$6AO>6JHTT?]BSC:'SMY^U8.=IZ>E(#OZ*X[RO%N0H|0:%N]/['F_^
M2JS-%|0Z_KUUJ<%IXDT9VTVY-IB9HXK MDO)|6]?[>T/_ ,$TW_R72K#XL;_F/:&?^X--_P#)= '645PVK:CXDT-;9KOQ M%H<(N)TMX_| B2SG=(YPJ|77)8=4@TY_$>A+=SPR7$47]BSY9(V17;_
(^NQE0?|"JWY?BWOKVA M_P#@FF_^2Z .OHS[UR2P>+G;"Z]H1/| V!IO_DNG_8O&7_0,O^ M@YH?_@FF_P#DNE^P>,O^@YH?_@FF_P#DN@#IJ*YG[!XR_P"@YH?_ ()IO_DN
MC[!XR_Z#FA_^":;_.2Z .FHS7,_8/&7_0^&S'K.B1Q'3H-B/I$S ML%V#)^U#)Q["@#T^DW5S/| 9_C+'.N:'_X)9O| Y+H_L_QC_P!!S0__33 M?_)= '3T5RXL?&7_$'-#_ | !-_|ETOV'QE_P!!S0__33?_)=
%;XKG;X M$U#)_C@_]'QUUX:O+/BG8^+U\$7QEUC19(_,@RJ:1*I_UT? ;'Q>VAW6S6M%1?[5U(8;2)F.?ML^3G M[4.IR<=@<9.,D](IVZN8-AXQ_Z#FA_^":;_.2Z7.2Z7^S_ !C_ -!S0_| P33? M_)=
'3UQ_BH_|5WX*_Z[7?| Z3M5C[!XR'_K45RWV'QGWUS0S_W!IO| Y+I? ML/C$?|QS0Q_W!IO_)+H ZBD:N9^Q>,,?^@YHG_@GF_| DJE6Q|8]],C_ ,QS0_| MP33?_)= '3@UQ%]_R6W1?^Q?O_|
TIM*T/[/|9?]!S0__!+-_P#)=G>@#TVBBB@ HHHH ***44 -/ M2OESX@^%M%|VU[K5]H]WI.LWS?Z/H]U=Y$T<.&5XOE5U"AAG<,XRIZ5] M1FOG_65UJ/7EN-*DU"YMXO$EPMUI=G%
(%N0S0*':5%(3RQN;:Y"L"W((%-;C M.+/P]T/[1>3MXNU-I[NYNII+A/"]ZCHLT/ELJ#&Q6. Q;;U4;0O.='Q!X/| M#>M_#31/"D.M7-D=.NY[DR_|(SJ$T3>;'/&VV.3+(P%P64[R%=0<8XK7T/QM
M|4M'TSPGI-WH[WLTC6|%Y?-I4Y*PM#;;F=O-.)$::3'/ OB=]52YU?5+72+"?3(;ZPE#/.|&Z?<=Y:1ED)W*"&R. 0*JS^XF^I@W
MW@'1=2758;CQAJSVMP;L6T8|-7NZ))_M)8.Q!$A#7)P0%X0#WHC^'OAAM0U: MXD|1WZ+?"1"MOX6O(V9&CODS*VT^8X^W'YN.(E&.X[G5/''Q6T_3#=P:3IM]
MLL"3#;Z9=9DN#%,X==|BL$!2,&(INS)C?G!-:;Q=|1M+O)6L[%M46XO8W7[1 MI%TJSQF*S5EC^?-JH+SOF7?RI&,Y-3JM$76)5=T, 4, M0S"7[HSA4U3QQ|5]-GUHG3-
+N+:QCA$"V^CWK37+Y@,K(Y1@P>;:N|%2]F MP&(F^I)S'@WP9X4|*Z_I^HW&NZEJ26-VEQ'&_AJ|#3;%N@CS-L/F39N|F7 S MY*
<#K6CK&@>%-0NM9O+35;RQOM06[V7#>%+B7R&N)8V=L&(;CMCV9/.#P1@" MMCQ[K'Q#|,^+M5U30[5]0LIXX8H+>:QN+I(MD$TA54CE4!I)/+3S,83C=N& M-OQ';>+_ !1|+O$=Q??:--
U=)+F33K315>.Y18V98U+EF$K/MSD!5(8<<9I[M*X'FEO| #CP5_9,5O/JM_)/BCI M]]J&D:1IMC%9VMY'964^I65WG_ !(^*>N- MJ$%OX<32Y6:U%I/J.DSLD8,4K3[P)UW_ #QHJE67'F#
<,TVV3T*'Q&TS0_B3 M=65S>:U=V9' D.^WD*CRLF3GALA%'&*PCX'|/S3),^O2V|C M2%Y([/PE>QPPX:(J;5,'R&/E8D(W;P[=*ZZW^('C[0_!>IWFI*D6J3:_!:6B MW.C7$JP6T[1XQ''(K3[
[#Y2#E>>>*9J'Q!^+$'ANUU(:!9QWDT4.ZS72;F= MXY?L"S2(P2;.'N&,*M@"/82Q?/"6A5RGX+@T;X?:SIT^C:E,+)-/MM.O(3X< MO8VF$*$&;.P_.6Q|HVCYF)W$"LC4/!/AG6M9U^^U/Q)J=
['JEY]J%]?#%VJ0 MD0W<29&S#,HNU.[ ),"$|Y-=)JWQ#^)#71X4O(Y8EFDFD+2/M/G M%?.*CA<*H%9MUX#|*W&I2/%KVH6VE>5J$46GQ^&+M5@6Z2965"$'R@3#Y2,? MNQC;DY[])?
%'Q!T/X>^#7LK)K[5[BTE.HB_L)GD$RIN4M^|00JQ!!+L2-R84| MXR[KXC_$G78- NK#3C8V.HI:WY>WTB6Y>*%[P I*QDVY^SR1L0@+924_)|HJ
MEW0&+KW@GPOK6L:M=6^O:AI<=U&4MFL_#-VMS:Y:V) EV8*!;8]J[0%$K=:R M=0^%GARZL;&Q@|8Z[#:VL=U$'E|.WLDY62-H8QYH4'Y(?*C.2[5W3:[/*1AL(RHI)"DDOVHNP.:|(VG@_P?
M|1M3|4PW=XZ75LEK!:IH.H(;9%BAC,:X7R]G[A6 |L,"Q^;%>F)|7O#1Y#ZG M[_| $FO/_C5>33>/_BMXBT#49QX3D|/W4:2O9CR)))6WV=U-%N7=C*D6T3 @ MCS2V!TJSI^N?
$32%U7=8RZK:27#W-JQLKB.==LZ JV.K>6SS_9;>=%C9F C"2 [7(5BQ&3@CD=J3T!GJ7_"XO#7_/34_P#P37O_ M ,9IW_"W_#7_ #TU/_P37O| |9KQS4?%GQ,CUB_NHM,N;M;.-XK;3TTRX1,H
MTVQVD,FV9G$<1^3:)=I&1FK_AOXS>.I?BUHG@[7+'3+.*2.1KNX2SFC,WSW M0B|K=,?+)6!& 8/N!<[A@9%]J+H>]J#XO^&S_'JG_@EO?_ (S1_P +?|-?W]3_ M /!->_| QFN#;QY|1/M>G :;"D5Q?R)
<6S:)=,T,0GBC6(S"7;DQM))Y^/+^ M3&WFM+P=XK^(NH>+-&MM9T_3[73)K'[3=LNGW,<@D9Y@L:OO:-2JK#D/@MO) M&.E(#JO^%P>&O^>FI_| @FO?_C--_P"%O^&_^>NI_P#@FO?_
(S79)D<'OUJ M7CM3 XD?%_PU_P]-3_|$U[_ /&:/^%P>&O^>FI?^":]_P#C-=K10!Q7_"X/ M#7_/34__ 37O_QF@?&#PU_STU/_ ,$U[_| &:[6B@#BF^,'AH#_ %FI8_[MU[_|9KFOAO| %KP[:_#_
,..0O)J&^/3X$;9I%VPR$ (!$6#^%>M5ROPO_P"2 M<>%_^P;;_P#HM: *G_"X/#7_ #TU+_P37O| |9H_X7!X:'634L?]@:]_^,UV MAZUR?Q2_MA? >KGP^)CK@C!L1"@8F;<-@8'C86P&ST4L>.M %?|
X7#X:/(D MU+_P37G_,:H_P"%P>&O^>FI?^":]_| C-7/ALU^W@O1FU47(U4VZF|%VNV0 M3?| +3('&-V<8XQC'%=30!X_|4/BQX>NO!-]"DNH!FD@P7TB[4#]|AY)BQ74 MI|8/#9ZR:G_X)KW_
.,U8^+//@'4?]^#_P!'QUUR@=J /+?'WC+POXY|)ZEX M?FO=5M;;483;SR1Z)>%O*8X=5S#P2NX]B<|]JD|&^/O#?A7PSINCF]U.[6Q@ M6V28Z%>(61!M7($77:!D]SDX'2O3Z* .);XO?I?
^":]_P#C-<[X"^+7 MAV#1+I'DU'=_:FO|ND7C<->SD=(NN"..W0|UZQ7_#P8T&[_P"PMJ?_ *73 MT 4?^%O>&O| GIJ7_@FO?_C-(WQ>|-_|]-2_|$U[_P#&:[6B@#BO^%P>&O^>FI_@FO?_C-
P#%D_A7L&VN/|4J/ M^$||$Y_Y[7?_*3M0!'_,+A|-G_)::E_X)KW_XS2_|+@|-?|]-3_| !->_ M_&:[2B@#B_| A<'AK_GIJ?| X)KW_P",T?| "X/#7_/34_| P37O_P 9KM** M .*_X7!X:_ YZ:E_X)KW_ ,TO_"X/#7_
#TU+_P37O| |9KM** .+_X7!X:_ MYZ:G_P"":]_^,T?|+@|-?|]-3_| !->__&:[2B@#B_| A<'AK_GIJ7_@FO?_ M (S1_P +>|-_|]-2_P#!->?_ !FNTHH XL_%[PW_,]-3_| !->__&J0?%[P MW_STU/| |$U[_P#&:
[6B@#C/^%P>&_^>FI?^"]_P#C-'_"W_#7_/34_P#P37O_ &:R_@ M"_P#&:[6B@#@^6_!FFM@#@E_P#&*?|P"&_^>NI_P#@FO?_ (S7;|O?_C5<_IOCC2?$WQLTA+%[EF30+X%; MBRGM^MQ:GCS$7/0]*]4KB;[_)+5HO| V+]]_P"E=E%I0!VU%
(!BEH **** "B MBB@ KC/AWCS/$^?^@W(5CAT,6MQKDT<$FI:M);/ M+(5CRH06[]SCKSZ4#1ZT57L,?A3MB^EO]MS8_])*JKXP| M2LSH-/| #199/*;_ (GTO#Y
VG_1.N2!CU(I!8[C:OT_"@(/3/X5RBZIXT/3 M1/#Y_P"XW-_|B4X:GXT8<:'H'_@[F_| D2F(ZO [BFM&K=:XV||0^+;"$RSZ M3X=BC! W/KDP&20 /^/3J20![FH],|4^*=8M5N;+3?
#=U;MTDAUZ5E/XBTH M[C []*3:.PKDO[4|:-P-$T#)]-;F_P#D2LIOB!K:>(/["-OX7_MGR_-^PGQ! M+YVS^]M^R9Q_B*0'H+*N-&X&B>' M|_| 8;F_^1*#JGC1>NB:!_X.YO| Y$H ZORUZD?
I0VWL*X^+7O%UP91'I/AV M0Q-LD"Z[,=K8!P?]$X."#^(HAUSQ?<,XBT?PZY0X8+KDQVG .#_HG'!!_$4 M=:8PW!''TIRHBX"KM Z8%- I/| 8GA|@<_|AN;_ .1*S=#|<>(?$EF; MO2[/POJ-
L&VF6VU^5US@-C(M/1E/T(/>@#O]HZXI/+'7|ZXAO%WB4+9,=/| M#6+UMEMC7I2)CL9|)_HGS?*K-QV!-6_[5|:_] 3P_P#^#N;_ .1* .K|M?3% M+Y:^F?PKB]1|3>*M)MUFO-
+|.VT321PJTNNS*"|CA$7_ (].K,R@#N2*L)JW MC2101HGA_!Z?|3N;_P"1* .LVKTZ?A1Y:YS_$KE/[4|;9P-#|/_ /@[F_| MD2FMK'C1%);1?#Z@=, NL.ORM@$9!XM.A%: U3QH?^8)X?_P#!W-_|
MATU8#JUVTNT;NE<79^)/%6H/<);:5X=F:WD,,H3793L< $J<6G!P1Q[BK7]J M>-!P=$|/C_N-S?| R'2 ZO:*6N)'B/Q9)J#6"Z5X=-XL?G-!_;LV|(3@-C[) MG&01GVJ!O&GB./5(]-:P|-+?
R#*6YUZ7>PPQR!]D]$8_|!/I0!WM)NKC;/Q% MXMU&TCN;;2/#LT$BATDCUR8JRGH01:&9(5DCB,B:_*5W MOMV+D6G5MZ8'?,RQ4:)X?+ 17)G4/&X/_(" MT'_P=S?_
G#YL^C^'XDR%W-KG";WS] T7RO,M]WE:S,S8|^/L;4?SKK%U#QN M?^8#H(_[CB%?[5U+F36)E.?MT^>EJ>,YP>XP<#H #U"BN5^W^-_ ^@'H/_@[F_P#D M.C[=XW_Z 6@G_N-S?_(E
'55QOBK_D??!/| UVN__2=JG^W^-_ | H!:!_P"# MN;_Y$KD?%&H>,?| A./!F_0]%$OG77EJFL3%3^X;.XFU&./0'|* /6%I:Y3^ MT/&__0"T'_P=S?| R)1_:'CC_H!:!C_L-S?_ ")0!U=%-_|
H!:!_P"#N;_Y$H^W^-_ ^ M@%H/_@[F_P#D2@#JZ*Y*Y7[?XW_P"@%H/_ (.YO_ D2C[=XV_Z >@_^#N;_ .1* M .JHKE?MWC;_ * >@_| @ZF_^1*/MWC;_H!Z#_X.YO| Y#H ZJBN5^W>-_|
MH!:#_P"#N;_Y#I/M_C?_ * 6@_| @ZF_^1*_[F_P#D2@#JZ*_P#D2@#JZXF^_P"2U:+_ -B_??| I3:5;_M#QQVT+0?_ M =S?_(EM)10
N/6OGW5_@ZOQ6|3K<7ESY.EZ3KFHM<0Q[?,GWI#M4%E;: M,IR1AL="#7T!NKP3Q!|7)?A.VIS-HEWJMI?:Y>*TMF"S1,GDNP*A3_RQ%Q)G MC_4[?X@0@(%^"?C[6K/5[?7_
!*)8KJ/45BM;74KE8LS0PI &("ML1DE;:=P M'F<;CDUI_P#"H?%7_"2_VL-4CCDD?[@O)I!;IY]O)M7(_>?+%(/FQU4]SCEM M0^.GCC4KB :;H]MI\5TJ2117]P1-
YGVBT7R_]5C:4N"#P2/F;)V@'9LOV@/$ M4DF\>%6E$<,4UVLEVT:PJ&59?*_&?#GC>Q| *^(?#= M]<*;E[64V&M&_DED\R5I0J,^U6!0!"751]|8&02:OQ$|;Z_|/]?5], M@AT|0Z:YC@A62YN)
(6=Y]A*H@0,<],|G'3/U#X_:YI%CJEW?>%+>TM[.V1D= MM3:027!6S)C)2%E"9O HE#,#Y;$A1R)UM<-PL?A3XX;7KV]N]>E2QF^R_9]. M&J2W%O J/ 98RKQAG)$4F)2X)|PAE[UGR?!?
QMHNCROI_B.<365C#'9VEG=2 MQHSHS&3*;@C%TVH-P.",Y&,U%;?M'^)M:LTFL_"UII|4WV9H;B_U!]N&>P,P MD A'EJ$OCA|M_JF)4 8.]XV^/E_X4|=7/AFS|.KJTJ6RR1SB|:/,K/"H1U|I
MBJXFW;QN'RD8SD!R|R;:F-|*_#WQ(TJ:RU75119-|B'SHHW M'R! S@EV8D)@+R&K1|:?!'7M4|;:IXAT74H;66|E20*UQ+$^T0PQL@= 3'N|
MMP67D!P<'&*SM0_:9U+2(-2GN_"Z*EMJSZ=%$E^&EG5'F1VVA"8VQ$'57P'# MC!-?0$!WQ@L.<4!U/!].^$/Q&6&:*]|62'S$F*S0ZG?"OQS!H_B"]|/>(KR._2"1]+M8;Z<$M^^.P[FVLQ#1
%||J>1UK MWP@'M1M'IFFFT!||_#/1?B1I2Z+JNHPWD^!+:7ECJ&JR3,QDN]PGC5E^5$C+ M8WLS[55<9&XZ?B;P+|0]<|4>+[G2M1&G6LP6'3_/U.X4,"EF6*HJE8=ICN0' M7+%I3E<=?<]J^E(%
Z"D!X3X?^$7CVSO-.N-0|4R2-;O;^>L-Y.%G41PK,6' M 8MLDP6&?F!X/232_@_XLTW0]+M3KH27-P':?4-0FE)8PPH$C M!.Y 29"<' 8,5X90#3?@7XJTM=+AM/$LUE:6$-
ND<%O>3HA:,6"DL!@.I6VN MEVN",3CISCWL8] #2;N?NT^MQGSOJ'P'|;ZI):QW'B%5MK&WB>V>&_N4F2Z7 M3YK9G0KM|M#(Z/@;BV')/(6M&U^%OQ"TZ_:|N/$EQJ.W5%OAOU601&W#R'R1
M;K"/X)-NWS<$QQG/!%>[|>E+P>HH)/&/B7|-_&/Q&G|,75O>0Z9!#]DGO+.2 M|E MYHKF&0:7X1|:>#]:T*ZAN&UNT& MFV]A?QW6IS2'S_-S+<*KC &&D/)).U%
0#F+7OA3XIU37+_48/$MY:R2W/FP M1IJ-RL,:>= P4Q!MA_=QS+C&#Y@^H]CP,]*-H]*!GSKIG[/WC*SL+T0>*O[. MU*Y2UB:^LY)-^%C$4Q[9]4NRYZ.$/^U^$OQ(CC"WGBS[7/+9S":|CO[F'
MRIW2Y&(X1E"H::'#$AE|D8'2O>E]*7:*=V,|>|*>_$W@'QYK5_!<'5]'UR M^0QVLEU)G3T$8#2-N)|UFV $GYN%Y()Q#KWPP|29L%T_4 MKF(Q 0W2HQ QL.^6W8JI*GR2<=%KV?ANU
P.*0CQ'PA|)_&NBZQXLU2_UNWO MM2OM-DL[*Z>ZG8^89II(RRD8B1!(B;8R>$SU--|_!OQ1HWB?0-9US6(=1N- M/A>&=S*|LC@FZV_.RC=A9XQD@?=/'2O<<#TQ0P#>U#U=QW/GG1?
@]|1M#6R@ ML=+%O-(_P")G;S6 ML5]:W=W&;R:$9B%C|X55Q*W^BS *^ /-!SQ7O&T>E)QZ5/+?<+GC?B;X8^.[MO4KB33?%,LH:T=8;RZO'AD20QR@(88D$17>T3^9C_EU"S|A_)O)I1
RWES,B*'4!D$=PBAC@CR| 8;->L#TQ3@ O:J0AJ M_=YKF?AAD?#GPP!_T#;?_P!%K73N3@G%5+:6^C|D7#@DP989D7'|:C++_M!>G6NI_"D//:@#G/A M_P"'9O"G@_2='N#"TUE
MNTEN"%DV|!|'N1R?H?[|'_*/CKKA0 44M)0 AS7,?#W_D W0_ZBVI_P#I M=/73[O:N9^'I_P")'=@#IEI:4>XI#0 5QOBS_)'WP1_UVN__M $G:NSS[5QOBS_D??!''_+:[_P#2=J .P!I:2@@&@!:**!0
49I/PI: "B@TF MZ@!:*3=2^G% !12Y]J2@ HHY]*!]* "N(OO^2UZ+_P!B_??^E-I7<;O:N'U M_P#%Z]$X_P"9?OO_ $IM* .WHII-II-.H **** "BBB@!&KYZU'51X=|0:P]Y|0 M=:|.)J6N7$=K8Z?
86TZ958@[DO [?,"23@9[5]"DUX+KWP3L_C!=7LEUJ,N MGMIFM7X1HHE=LRI&NY2?NNNT%6YP>QI%)=SHET2[F90GQDU4EG:(8ATOEU&6 M4?Z-U ZCK534H9=(727N/C#K
AU6X:VM;D6^F>4|@1Y"-_V;'2-N_48K-'[+ MEBK7[OX@N3P^=LEA$3HI+%0& !;@@E1M"X%:GB3]G>Q|2^ =)|-- MJ"6D5A<3S^9!:;TD,T4T MPM<*<02$@XQ@9ZBJUU^R[97S7ZR>
(KH03"Z6!$@0&%9S<,X9NK8:Z MG_| #+6D-=:@|FKRE+P2(R);QIE72]4[R!|[?Z?)|QZ[$'KDTL4O,VHM O)[MBW@A^,>K2S7"&2"&.+2RTB1Z&JUM9R7MOYUO| &75KE")2@A@T MQV?
RR1)M46V6VE6S@=JJ:7|#+S0?C#9>(+./23H5K%)Y?F"07$!D>ZD<1(N$ M'-SMW,3|H(!YJM)^RWIEQ).O]LR"VG1XV7[*GF*IEN)%5).J#-RX;'WPJ]. M1D:UC M#NT?V?*EO^>1%LO[L
!2S'G@#0TO]G71=#U72+[3+B.REL+E;GS([=1(Q&=X M!4@#>"%;*MD 8P0#30#_ !EINJ^"-$DU?4_BCXH^Q1LJN;?2["4KN. 2%M"0 M,|9Z|"V6 MN>'M2T=IKB&*_?S)9#,TK!MP;Y=Y.T?+T&
,|"N"|8_LTZ/XNUJ35+K4))"| MZS/:3J3"_%TK*P5E;!%X_1AC8O;(* U;SPWJFGS^1>G%,;0;]6M$/QDUCV6G M_8]EI HG4B:*11$__+(#R@,KS@D<<&GH !IFU"&TC^+^N7#RQ&97AL].
MVDEUM2HY]3V-&G-)FJ7]A;_ !EUAKFQC6:=#;Z9@1L@<2_9L%<'[PX%5K' M]E_2;6U1&U O)YC221K;K'!)^ZCB"&-2,+MC&<$$EF.1G 9/^ROI5U:31SZU M>2W,L"6[7150YC6-
45"1R5&Q3C.>.N>:+H;L:$EK=#6M-TN/XP:Y/>ZBCR6T M<%KIK[D5-Q;BU.%P.IX-6UT6]:=(!|9=6,[2-"L?E:66,BXW(!]FY(R,CMFH M/"G[.^F^$O&&FZ[:WB1K8[Y([.&#:OFO"8FP[,SA-
I)"9(#$G/-06?[-]G:V MFA6JZHK6VEQ16ZL;)!,|<V1MJ/;0P,|9&-CGR0Q/.[<00>M21_LZZ3::Y MJ>I0SVZM&XH]!$7B)I_#/A^_UFZ^ M,.N265E(L,QAM-,D*R,ZHJ$+:|,691@],||5+HL=QK]BMU;?
&'6E0I)*4DMM M,5U1'9&CZ;X4OM":<36UW>6]T|C1EI)!#.LRK)O= M@V2NTD!1@GBL6?| 9:TN>ZN9!JL@CDEDN%5K:-B)&XV%B/FAP/| 5="223S5 M:=0-G^R;HE!_PN?5-SJKH/+TK+*Q 4C_
$;D$D 'OFK.H>%=6TJ2!+WXOZU: MO<-LA2>WTM#(WHH-MR>G]:S%_9QTNWMJT=U%_:7GPW$=_|9%#VS)))))^XP M1Y8S*PP=P"X!!YS8|=?!_4?B'<>%GO| 4[:%M.@F6|FBMP[-
(YA.8=^0F#$V M'Y(XP.G%FBC4L[HHM5!SVJ"Q_9?TBUT/4K&_U2;5+B]A MO8C>7,",Z/2;1)KV&Y^,.O?:+*+S[F".STYY(D| MMY-S*+7(&Q&(SUQCKBM>/PUJDT-U(OQ>UK;:Y%P?L^F?N2!DA_|
1OEP.>:A M|7? &P|8>(K[59M2GM_MD0C>..<@_9;BVX;KC;JCL2*L67P-L['0/$^ ME1WH5-:D=S<^4S2@-(|F'W.5?#2,. N0<'/6GT"T(8-$OIKA((_C'J|LTB+(MD:PZ6696^ZP
MN0>QIKZ/=Q[MWQFU5-NS.Z+2QC?]S/^C?Q=O7M6-JW[+>F: MQ?7EY)K,UK=3;I8IK&".&2VG*P#?&X&[8OV==L9) WL.>,:4/[.>A6OB2'5(MVC6*WO(;;N"#RBQ3RXO+6+)8C8,
(PPH(*]2.*>G4"5=*NI)(8T^-&J-)-*88U M6+2B7D&,H!]FY89''7D>M/| [#O?[.^WGXR:M]AW;/M7DZ7Y>[TW?9L9K@W_ M &8=3TOQ[I>K6NHV6JO+>DB2.L";XU08+;8,0>,C+!0[D[<

*.N'[.F MGKX#T;PY#?QP+I=ZMZDWV7S$G<0M#^]C=V#$HW4$#< 0!C%(#4L_"^]ZAW_%N?#'_8-M__ $6M &/_ ,*Y\3?]%/\ $7_@%IO_ ,BT?*Z\3_]%0\1
M#_MRTW_Y%KT&B@#S_P#X5WXF_P"BG^(O_ +3?_D6C_A7'B;_ **?XB_| M-_ M^1:] HH \2^*7P]\2P^";YW^)&O72+)!F.6ST*?W\?=;<']:ZK_ (5SXGS_ M ,E/\1?^
6F__(M:GQ9_Y$'4?]^#_P!'QUU] 'EGB#PSK/A?2YM1U+XK>(+6 MRAP99WL]-"H"0,L?LO YY/0=:?H?A77/$6EVVHV'Q5\1S65P@DBF^PZ< ZGH MP_T7D'J#W%=IXU*Q>-
O#&H:%X\HX9X6XD3/;%?#NGZ0MS)=Q64*V\Y_L&Z_P"PMJ?_ *7ST 8B_#KQ,/\ FJ'B,_\ ;EIO_P BTX?#KQ-S_P 7 M/\1?^ 6F_P#R+7H%% 'GS?#GQ/\ ]%0\1?\ @%IO_P BUP'Q,\/ZKX1UCPYJ MVK?
$_78["S^V7$]U)8V#&!%MV+$!;;GCU!]AFOH"O+_C+X1M_'M]X>\/WDKP MVNH?;()'C + & G@'CMWH P++4%OKHP1_&G6 RV4&H,TEMIJ*L$V?+(9?+M&O#+_9^GB+RU1';#_9<$JLL M9(!R
PS7;>(OA7U#3[.T^)OC)YKZ(W$._1;)%\H=)&)M!M4XX)Z]JWGT>]1I0_QFU5/*F%O(M&BTL;)#T0_Z-PW!XZ\5+X&^ VD>"]:M=6\[[5=VD,D-K''&8K>U5R2RQ1[CM
M7D_*20,G&*YNZ_9CMM2:YO[BX%NMLWD/%)+=,%E".C2/MNB-Q; MC: !C.6!T,VAWUO;27$OQDU>&WCE\EY9(=+"+(/X"3;<-[=:;)HM[#,\+_&7 M5DF1UB:-H=+#*[?=4C[-P3V'>F^(O@;#>>!-
/\-:?=PQ0Q:K)J,UQ=VR2E_, M:9F^0C:S9E !/0*.X%9_A_| 9CT+0M6TR\%RUV=.O/MD+W*-+,Y$6[9VS06VF.AP<'!%MCK7/6?[,MI;1K&^N32PB%X$0VZY@0B<(D M+$ED11<,,$L6VKEN.?
2_!_@NR\%6U];Z>JPVUS!Y,2?KZ M5ZY7$7W_ "6O1?\ L7[[_P!*;2@#MZ*** "BBB@ HHHH :W05X'X@\0^/?#C M:G/X*T6/71+KMVES;-\K)M$4H;<> &2.:(_QRQG(Q7OU>.1_%+0OAQ=ZU'K
M#W$?VG5KV<20P-(D440A\R20@855\Q.3ZT%'">*-0^+7B-KO39-(O(+<6UO, M)H5"G[3N3>J,H'R89NNX_)DD=*]%^&VO>)1)>:#XD@N8[L;OL5R8MJO$B(#U MR2RLX!8DAB,C@X#+
[]I#PO%8W\]A]MU:>S-XKVUE!O;-LD;S?-G: !+'SGJW ML15EOC=IPUV2P>WDC,!/GSR A(B)HHMC''WLR@\9'^USD.S:V%Y'GFDV?Q0\ M&Z38Q:9:3W+_
&>"XN1=1^)OC)>>%M5C&DSPW%TS6Q@L+$O-:HT M$Y0QMD*V9/LZLX8[,L>.,=AXHUKXAZ/FVTS3[B:*'1[5[7R;82B6Y)87 E9%:9+'RXYGPIV[3D0.1D@8
MYR>AVO"WQOTW6[S7+*]M[C3+K35N+@I+QEO"^QY%;&"02,KU!..>M4[VLT M3YGGLTGQ.NFAU!K.:>\B1F^2.:&*5MVGE3Y3,"IPMR,8)5^/F(.;)\7/'_A M+Q-X5TWQ1/%:VUU*)+J9K+#O'Y-
F2@1=Q_ULUPF1T"9)^4Y]6M?CIHFH7GV. MWAOUO%\HRPW-H\9B61XU3<<'!;S4('?/)')%!/VD? <\EL&OWV31O(LIA;'R M0">0$?>RJ-SQPWRGGBB]F-
>A0^(&H>.M:\1>&-3\+6%TNC64<5U>V[R")KI9 MWV-'L(^9HHP[X)3#,G)Z5YIINE_%C_A#;'3-!LM=L]0:&TN;BXUZ[)/VR&%G MG =RY\J28VZ[#@,$FQM!S7O?AWXMZ'XBU1M*@^TVVJ+";@V-
S R2B':I\TCL MIW GJ+M8\<6?C;3]0T;1]2GM;C2X?.LUB1H@Z^>TBF1F'ER"&) / KE[M&X^*?BC5D6[?5=,ADE@:WD:R1%01WLX=Y!@88P^3P?E().#BNXOOVFO"-M;P M@'4%O[@,
(;.6RD63(2%P6&#M4BXAY]&)_A;%O0?C=8Z]>Z#:QV[+/?S0VMPK M''V>66S>Z0Q1]DHM(& M4/F08C>9K@,_)4(H ZFKN>18M:/;>8T#26*#=(JWA6*,%CYD;%+ M,>8<']XV
.WT$HXI2M,9XQXP\0_$C1/ :2:9ITNJ^(UU&>!62!0CPJ\GE22(M,\,JH/E*\MG(K-D\7?$[9(PTR\:[^QZD_P!F.GKY0O$P+6$29YB8%CYG5L 9 M7.*]ZQZTGW:.X'S]<>*_B?
9V(=;.ZU!GLI)%\G3&C>.5;C(1]R\L\?R JN%(MWL"IXT=)\1?$O5M>2";3[C3;-KJ);D7%HO[B(N_$3C*R$QA2S=%8D#J*]Q]Z M3;ZTT^X'SI#K_P 6--
M"%LWBCM["S*6HL))I9G,5L95$IW!6WFY3+ENBD@8+ M'>^,G_"0^,_#FCW_ (5BOY/LW]HRM%"6C\Z1+2=(0P!5B#,%VD$=001P1[:R MYX[4+&%I ?.\?B#XQRZY?SOITD=G!%J2Z;;QVB!+@A
UFTV6)5F(D!&5&1'D M?.:GNO&7Q:OH]8O[/1)K2U1X4M;:XM LWE->RK+(5!)++;I$P4 \N3M)XKZ" MQ^5'/-)ZL#R7X?\ C/Q(VL2:3XI@DDN;C9]CGBLW@B?$.Z;Y&&X!6'+$X)D0 M#G(KD['5?
BKX7TG3K :;F?H3RQN!QS M3MOYT^H'R]XFU+XRZEX9N;*2QNC+&-O+SO\ E19#(I8?,-HS MZG=^)6H?$]O'ET/#]A<"ULDQI[K;JUM('%N#([%OF<,UP-I "*>R M*H7I0V&X-,H\3\7^)/B=N>/-
*E\46=YIUO;Z0YF$<*I;&9X;,]0QW/YGVGC&%V# M&EZ]I\,5U:I9VKR6+M;>=/.3(K95SE2V#(NPG.W;@ | MU](;>:6JCH!!;Y\L%@_\@.[_ .PMJ?\ Z7ST M =11110 5Q_BK_D?/!1_Z;7?_I.U=A7'^^*N?'?
@G_KM=_P#I.U '7\4OZTFT M4M !1UHHH 0BE^M%(10 ?>XHQ0!2T &:*,44 %%%% !1110 5Q-]_P EJT7_ M +%^^_| 2FTKMJXF^_Y+5HO_ &+]]_Z4VE ';4444 %%%% !2CK24N>* $KR M#2_A?
H/CKQ%>ZKK-K]MDTG6+](+>0@PMYHAW%U(^;'EKC\>M>OUY1X8^)?AC MPUJGBJQU/6K2RO$UJ/^VM(?C1X';_F9;#_O[_|6IZB+>G_K\):7C[-X>T^ @JP981NRK
MQNO/7AH8B!ZQKZ47'PST.1=/$%L++[#J!U.,P 9:9D='+9!SN61@>_O5./XU M>"6)_P"*ET_'_76G?\+I\%?]#'8?]_:0[W)+;X/^"[6U%O%X8TN*9Y>Q;50 M-OE-#CI_SR9D^C$5:?X:^'OL=U!#IL-
JUQ;3VK3PH%E$".WB33_| O[0(N>'_ (7^&?#-JD%CI%K'M6-? M,:,,[;&5E)/4D,JGZ@>@H_X57X26YCN!X=TX31O+(K"!1AI2YD/ON,CYS_>- M5/\ A=/@C_H9=/'_
&UH;XU^!E_YF;3_P#77_ZU%K@/T?X4Z'X=\13:QI\' MV65M-CTM(4"A(H5EDD(7C/+2&],TRRMM!M773U4133(M&E9E6E6(!G;^(_N(CSQF->.!4__"ZO!+=/$E@?^?VM+_P +H\#J,CQ+I^?^VM %
MZ7X9^&9KB*=M%L_.B!"R+&%;:41"I(Z@K%$N#QA%]!4"_"OP_#XAT[6+>Q2T MNK)E9/) 57VPR0QAN,X1)9-H& -YJ%?C5X';_F9=/_[^TO\ PNGP1V\26!'_ M %U_^M0!VN JT5Q#?

M^.UB^,KK7/&GAN_T.||#:Q%9WT9AG,&HV2LT9^^F?-X#+E3CG!.,=: ':#X4 MG|3:/:W]C|0_%#6=P@DAD|JRCWKV;'V0<'KGOG/>KW_"L-3_ .BA^*?_ "1_ M^1JJ>%]0U_PMX?L-
)@|%:M/!91+!$T^H61?8HPH)$@S@8&>IQSD|UK?|)CXE M_P"A!U+_ ,#[/_X[0!Q?Q.^&^IV_@F^<^/?$D^V2W.R8614_OX^N+85ULGPW MU60D_P#"P?$RCKA18C_VUKFOBEXP|1-
X(OUD|#:C"I>#+F^M&Q^^3L):ZI?& M7B1F./ >I;<|;KZS!Q_W]H K_P#"LM4_Z*'XI_.Q_P#D6@_#/4_ ^BA^*?_)' M_P"1:G;QIXE7D^]1][^S_ ^.TJ^,O$CI]R<8&!76?| M)CXDW#/@34@,_P#/_9__
!VN;| ^+_$*Z+=B/P-J,B_VKJ)W?;K,H_P#@?9__ !V@"K_PK/4^_P 0_%/_)(_M_(U,?$G_ $(>H_| M@?9__':Y'Q5XP|0KXT|'.W@?44=9;K:GVVT.[]P<|^;@?C0!TG_"LM4_Z*%X MH_.R'_MM0?ACJ?|
T4+Q3GZV7_R-4Z^-?$C+QX$U$G_K_L__ ([3CXT|1C&? M >H9_P"O^S_^.T 5O^%9ZG_T4/Q1^/V'_P"1J0?#/5._Q$|4?^27_P C59_X M3+Q)Q_Q0>HG/3_3[/_X[2_| "8^)%Z^ M1_|#[/_ ..T
5O^%9ZE_P!%#|4_ MG8__ "-2_P#"L]3Z_P#"PO%/YV7_ ,C5,?&'B0_|R'J_P"W^S_^.TX^,O$: MC/| P@NH$=_]/L__ ([2 K_|*SU,|?| "P_%'_DC_P#(U'_"L]3Z?|+#|4_G M8_| R-
5B/QIXBD7OV^S_^.TK>,/$?;P)J!_[?[/| ^.TP*W_"LM3_ M .BA^*?SL?| Y&H_X5CJ?_10O%/YV7_R-5C_ (3+Q(/^9#U#_P #[/| ^.TT M>./$/(_X074"H_| @?9__': *_| PK'5/^BA^*?Q^Q'_ -
MJP=+|+7N@_'+2 M&N/$VK:VK:!?,$U!;;"_O[08'EPH<=#SW%=.?&7B;MX"U+_P/L__ ([7.Z;K MFJZI|;](_M#PW=Z,%T"^ >>X@E#9N+4_|LW;T'YT >JBEHHH **** "E!I** M "OGCQ!X+|2^-
/%4$6C:C=:3IEOKFI-?W=K,R%/DA|L[0Z[FR&QD,H)Y!Z'Z M'KC?AVO[SQ.?^HUQXS:P?%V|D>YNEU8*D^H)#:,]JI*O:H80Y15!59 M1(JMP>03D5M0VGQ*U[0/%UE?
+J$4T@M_L,K"V0Q3_:F,AM]OWHUC6)@9-2D^+]GO$#WUV+?2"B1Q06H:YN=|JM(SE<)(JB)E4+L M;D;>>-+POI_Q$N/ WC-=4NM5_P"$AN]*C;3S(+94CN/LFTF/:ORR><"6#?*"
M5(ZFO=MM*%%(1XCX9N/B7'=^)3+%>3QQ:=/_ &?#J,=LD37 Q]FVF/#$LN[S M-QVAN%VBN-DC^-M]I:V1N=2DA?2I7FO_ +-:VUR+L><8XU4$@ @*"P R?*(V MY>OI_:%IVVG?781|W74/QHO-
6UKR-3O+2U^V2?988[*TQ';K;W+0E9&SN|R1 M;97#+E2QP5!XWO#%K|0KCQ%XIO| 5#J%G*NDO%9?N('MH9M[%/(16#2':%+> M8>6. 0.*]RV[>:-M)ZNXSYHFO?
C0VF:K<#^U5F%A:QVEK'!9^89#Y DG|S9C M>&-P3&4VE0 N#@TS4+_XV-ILI5-3^U_9[>0_9+>S!CN#9R%HD60$,GVA4WN6 M/$@"[0I)^FMM)[4 >0>&8?B/9Z'XNN=4N9K[4'M9YM,MS%
JQ3B6Z"1Q[0"5 M*+;']X2?FY(Y Y?5-:^*UY)?3V=CK%K:S0S""%(;5)+7_2]L:Q7#,P8%RH'E|_5VB+=)I-F+UQ)=^4OG.J; S[1N.W)QSGC)QZ MFKOECKCFG50!2'I2T4)MHVTM% !1110 4FVEHH
;13]* &T4ZB@!-OO1M]Z M6B@!"OXTE.HH ;0!3J* $;I7,?"_'_ "N?#&/^@;;_P#HM:Z=NE#5X[A-4CMD2[^U2B5VF ^=BP)!!;)&.Q' Z#IL&EQ2& M-%F(Z>D:EHH 3%>(M_M2:;XBU;PS;67A(W
|23VM^E@;2412^;]G.-K$C!_$5[>>*|<_:.|<7'PVT MJQ|46MJ+VYTFTU&[BMV.%=EM6(W,XN<;'^^"2#D"NC^"5M|7[SQAHU_X| M;6+>R|G4(I;9S:&,$FW:#SMBJ3UF 9
.4'0$[M.U_:ZT72=%UG^WK*Z75= 1 M8]4:WBCCMWN%7]]' 7E^8JP(";BQ R P!-4/&7[7EE;Z7J-WH%HTL^G*SR6M MZFR651-:H'5-P8(PN/E9L!N"..ISZ 0K!MZYS@CN,76-
2_:*|&PO)JFJ:IJ=K<3I:1O;6&GF=2; MBT"M&JJ%+LDMTOS_ "CRE)QW]"L?VR-*7Q1-9WNE7WV"86B60MK?S+@2,TZW M'FJ&(Q&8@/D+9R>HYKUGXM>.K_P;|-
]0|0Z)I@UZ[MPA2U5SRI=5=_E#,VQ2 MSE5!)VD 9I33?O;"IO7N>*Z!%|<->|$^+[/76OK'5IO"L+:?-;"WB$>I>0=| M:;>2Y?!+[PJYPH&-QV/A%)|79OB$8O$L6H?|(J-.(SJ*6B?/Y-KY3 Q?-YQD M-
V)!]P!5*@9&=S1_VJO#-XUA$Z3RK(M:^,^N_%7QOI?ANYU"WT.UNH+2WN&LK3R+5'2R9GA9QNDE DN6 M(<,FT?WN*[3X@?'[4?!OB;PV|>GV4WA;5-&O-:ENIIY%N8H;:-))B(Q&58[9 M8|#
<,X;)'%)#^U=H5Q;6|EKX>UZXEFMXKAH([1%>/S;LVL*G8> M'=(^-NN>+/AVOB4ZQ=Z;:74-W=S"VM+9 0UUYOVC8V[Y%MYN"HB.P6C J I)8,/3L_AG;_ M !:M?BWJEOXHU"6Z|*06445HSVD
6Y<10[IC(A#+(9/.#)MVXQ@ 9]UR.G: ME5=V#GFI*6PJ@;>O-<5??|EHT7_L7[[_ -*+2NVKB;[_)+5HO| V+]]_P"E M-I0!VU%%% !1110 4444 %<=|._]9XH_[#=Q_)*[&N-^'C?O?$__ &&[C^24 M
=E106%%, I=U)12 **,@=:..U "@!**7*TG': M@ HHI.: %HHHH **** "BBB@ HHI#F@!:*;S3NM !12[31M- "44'BB@ HI# M0M >E*F|Q9MS|VW(S],B@#H-0^%WP^U^34C>^'=%O)-1E2>]|
MVVC8W#J"JN_'S$ D9/K5#3OAY|,=4AU5(/#6AM%=/+:WBM81@38<"1&!7YAN MC7(Z?*#Z5YAJ/[&LXU;Q%?:!XRG|.S7KV[::]M:E_P"SEB5$6,*9-KJ$611P M,>:?3!/^&, NJ:;
(/%5PUA8QWD,5JRR@QI/+,WRN)>2$E9SD,$4X& ET0S MU[_A5/PZMHK+;X8T&%;+ROL^VRB7R?+#! I XVAVQ_O'UI/$4/@&;1=0|,:Q M:Z7-I-A9C4;K3I[=6@B@#-B0KC&-R/[|&O!;K]A?
6=5MY$UKXFZAK8^UQW<< M4]NT<8)60W((CE!Q)*ZR#!&SRU]:[/PC^RA_P (ZWQ!-YKL.I?|)983V$DS MV;>=B62:3?,[2MYK+YVP8"_+&O>C9$K1,[C3_AW|+_%^GG5H_#&A7-OJVGQ6
MS22Z?&IGM $,2,K*#L 6,A2,#:OH*L:CX5^&O@'2X]1GT70]+M+***".1;*, M"*/+1QJH5<@9F=1C_GHWJ:|X?]C^UGUNYEFU:%]'F%I&;-;,JTD,,EJY@D82 M;6CQ:E5 4;?.-.5F5!+%(09-X MW@F-
N&!QO-/3346KW1ZG;V/@SQ1IMC<1V^DZC8Q02V=K((XY$2%P(Y(D/("' M8%91P=H!Z4FF^!?!.CPQ)9:/I-LD"(J>7!'|BQR>:F#CC;)|X]&YZUX!#^PR M]O+"8?%?
V:"'2;O2X(;>T:)8?.>Y/FJ%EQDK<88'AB@/' &UJ'[&=G"VMOI& MM1Z<^H0+:(KV0E2.W$=H@A*EL,H-L[=!AIB1R,ERLMBGT/0SX ^$|E|]FOAW MP]-"(RJSS>]=#:?#SP3!HK:!#H6E+I;3+=-IZV
MR>495*E7V8QD%%P>VT>E>,:=^QH=/TJ>TC|4[9IEM9&ODLR+@7,&GM:)+N|S MD!RLX0@C<&!)SD;/PP_9:;X=^/K+Q%)XDFUJ6#25L6,|;QNTY+M--D2;2)'=
MFV$$*>A[TEKNQ>1Z7:_#GP)9:7K&CV_A_1HM-U9V?4+..VC$=TQ^|9% PWXU MC6MA|+/!.O6(L;/0-+U:TC@T^W^RPQI+#')O$,?RC*JV),9X^]7C)_8+2WMY MOL/C*XL[VXLVM;B|6V8O*7LC!
(S9EYWRD3$'J1C/>KTG[#EE=;X;C6;>2QFM M[&&:W:R=V/V9IB-KM,2%/FK|ISCRUQ@8%)V4;IZCTN?33:I;1@YGCR%W?>'3 MUJ'0/$FG>)=-L]0TV[CN[.|@2Y@DC/#QL 58 |X((_.OFE?
V+]1477F>,([] MYX(8I9+RPD9KP(]JWE71|_| >Q#[*555V$"9LLW?MOA%^SOJ7PEUJWNK3Q!; MW5LNEV.ES1/8MOD6WB|L,KM*WEY 'RK|HY."Q+%E65M&>YKZUQ.H?|EKT7_L M7[[_ -
*;2NU7*KBN(OC_ ,7LT7_L7[[_ -*;2@D[BBBB@ HHHH ***5>M !] MZN+^'I'F^)^G_(;N/Y)79U||W7]EZ?XLO$ODUPMJ_B&Y@%S:ZI-;6=N0L0"M MMD"AWS|HQ|Q!'7 * ^A20.>.:-
W^JZ3>S^']9U_6-0BA|R&Q36;U'E;);ZEJ,T M2N[[$CW X+D|[>N.<8YJSXDU_P"'/A:'2);W5O%DJZI!')-1O;=+65X8-4O0 MWES20J"I9L%@+B,E1S|P'!Y$@|5?#Z&/3);W4?%5JNI)'+ /[0U!O+C9+=M|
MV&Q$;J($M@#<.:!'T5N'7 I-P;L/SKP?2M8^'NM>$Y/$5EJ?BR;3UN$M45; MS43-+(ZHZ".+.]|K(K @'@Y[&N<|_$KX:^)--MV_M7Q,FK-9VMS+IEOJ>H7 M$BO,D;B--A_>,OFKG:..IQ@X:3?0>NY]-|
|8_.EW>PKYOTGQ1X&OK'4;FXO M/$UNNG7E[:7*KJ]_(4:WD=<##?,S*JMM&2-ZCN*U_"VM?#OQ?KMMHVEZOXHE MOYK=KH))J&H1A57;N#,S *PW+E2+DDOV4VP:ZU-0|;% LV<|1$RIB0_*
<]>#6QK]SX#|.:MJ6GWNI>*TN-/B, MT[)?Z@|> L;%5<-M9@LJ,54D@'., T >X;@>>/SHSCGC|Z^;K/QQ|.[ZQN-1 MCU#Q2NEPS1PBYDU._7SC);I/&
(UWY8LLB@+UR1Q|PSZ)X6|&^%_&&CQ:GINH M>(FMI&>/$VKWL3HR.4=&1G#*RLK @C((H].WCV_.CS![?G7$GX1Z/| |_NO M?^#N[_| CE)_PJ/1O^?W7O| P=W?_P WYUQ7_"I=&_Y_O$'
M_@]N_P#XY1_PJ;1O^?[Q!_X/;O| ^.4 =J7]@?QI/,_V?UKB_P#A4NC?|_WB M#_P>WG_QRC_A4NC?|_WB#_P>WG_QR@#M-X]A^-*&'M7%_P#"I=&_Y_M?_P#! M[=__ !RD_P"%2Z-_S_>(/_![>?|
QR@#MMU&[Z?G7%?|*ET7_G_|0?| @]N_M_CE)_P *ET;_)_O$'_@]O/_ (Y0!VOF"DW'^|*XO_A4VC?|_P!X@_| ![=_ M_'*/^%3:-_S_ 'B#_P 'MW_|(/| P>W? M_P (/| P>WG_P (/| P>W? M_P W?_
,NW981+R[&49VKDX[XP.: /4/Q%)]<5YKX5|#Z)XI|.Z?J|=QXDM MH;Z!+B*.37;O<$<;E)Q+U((./>M4_"71N]_X@_| ![=__'*)_BOC_A]0Z? M?@_]'QUUJ_-
@CD5Y!|4OA7I,/@>_>.^U[<'@^_K=TP_U|?8R5UC?"G2&;F_| M0 _[.NW8'_HR@#M,^XHS]/SKRGQ]X9|,_#_PG?| B'4]1|0+86*>9,W]O760 MN0"1F49.#T')Z $D KX%|+^&/'?
AFQUJPU/7FM[N,2*J^(;ERN1G:VV4@-ZC M/'0T@/5MVT=OSKE_AZV[0[O&/^0MJ?| Z73U2_X5'HH_Y?M?/UUV[_| CE'7)QGZTYN?3|ZXS_A4VC$Y^W^(!_W';L?^U*&^$^C?
M|_WB#_P>WG_QR@#LL>XI5X]*XO| X5+HW_/]X@_|'MY_|W?| |?_ !RC_A4VC?| /]X@_P#![>?_ !R@ M#LP,4NT#O7&?|*FT?_G^|0?^#V[_ /CE'_ "IM&_Y_P#Q!_X/;S_XY0!V?Y?G M2;?I7&?
|*FT;_G^|0?| @]N__CE)_P *ET;_)_O$'_@]N__ (Y0!VOX4<^U M<5_PJ71O^?WQ!_X/;O| ^.4O "I=&_Y_?$!_[CMW_P#'* .UW>U<+?,/^%V: M+G_H7[X?^3%I4O| PJ71O^?WQ!_X/;O_
..5S=CX,L_#OQST:2VNM3FW>'[X M[;W4)KA1_I%H. ['U- 'K-% Z"B@ HHHH *4=:2B@ ->'26OVS5M7AN[/2[J MU_M^7[/'?Z[/9">7]TVTPI$RRX<# ;=TZ.:^8_%?AGPWXV|;+#K/BK3 M-
)MM)UO4)+RSFO88KB59$@V !P2%)498;6P?E(H [BZ^&T,*6DDW@_P[&MHJ M^7MU^Y0;46)5#8MAN4"WAX;(/EKD4V'X2?9]5L]3T[PEX?T^YAF$LAM=9F G M EDG".#:'Y1-
*9>,'<%YP,5YHNG3W,TE[=?$?PU]I^TWGE)%XD()M:^).BB*X1(K>X@UU;IMXEE8S;)ODA+(M|:^6H91LIV8&S?| @FVDU1+";P[H,%](B2);Q>*+N%SL<,Q.3G).37G_CPZ=J7
MCC7M6TKQOX:M)-0TB+3X;Z774AFLID:3,@15.XXD!&'4?*5(P2:Y:XT6||N(M1?%'18FDN8)KV:U|6&*2?;9QP,VYD?H|7F;<8;S""1L!*L,]:TWP&VES36=K MX8T&
L()'M5|1W1C_=E1$_EFVVA@8D^;&3LY)JIJWP^M]-T=4NO#7AVTA|D6 M2S3>(;C(#&!54.]L=Q)M[?&>?W8'KGA=8L66T$MG|3-#>>:5I9HIO$SP"=2] MU@+*I+1JOFP':@VDPD<=:Z#4+73I/
=UI5Q|0=%N]6;5H[TWEWJP,86*5&VC M+'80JCY5)SWS2:LM!.P>!_AE=^!? UIX:N[71]0L)KM9+)GU^:W<2A04$1 M2W4J<([G:|C*F%5C5TQ -A 5%
M++@D<$G.#X]_9VH^+/%FLPZAXNM=.LTO4FTRZD|0A$*K!.JM"J2$AB9$;*X! M5<$9W9Z"PT5/MUF7^).@I8?;)9;QK;Q*ZR7*RR6LC 88>61Y,RX4@$/GC+53 MTV#R/2K7X4K:?:C!X)|.H]Y-)
<7&-0VS8CMUN)-K2'@V-I=2F*WCNO$[J)8V=&1QL)%N55'"[,[]Y+#CD0CT>P^%4>GM')%X.T$ MRQQB")I/$%W(4B!0B-6:W)51Y46%' "X&.9WNEZLVGK;R_%W2Y;6.[A:,Q^(DMY M?
+,'Q9,8CY;Z_==8HEBC8?Z/| M*P14&X'/R@YR,UU>@V.O>&-+@L--|/Z';VJ,[;?[Q*Q"$*T&(P0@+_ +[S!R<[M2,"!09KC7#);N5CM,;HB^T ^7.21@XE!.<| 'OC: MMXK&,:-HI7G);69AWX_Y=?
2H(/$'B:Z5FMM*T*8JVPXUN4@,"0PR+7J".GUZ M5X-:Z!G5M5CO/BQ:R:3-=JX?_A*SYC6^V38NU0IC8,|62'8-MS[57;2[ZXU1 MO,^+6CP0-;7,:BT|1K"(YG$P5FCVDO| ZR+D,C*8|C=G $!]#-
JWBLY*Z/H9 M'8_VU,/K_P NM+_:GB]<9T71,$<8UN;_ .1*|!UBUGB?4X].^)>COIUS"T6G MR3^*WBDM&$TDK -|XD+I)&A=LF,*"H8<5-KE]=LO@*QL/'>DK!8V5RNI7|GB MD;(YS-:F)B5V_:7V+<
*ZJI&[)'&0D]Y75/%@ZZ-HVW Z:Q+P>__ "ZT+JGB MW"9T?10<_./[8EX7U'^B|GKUQ7SO-I^L?V%_HWQ@T'2=3^T*I9M>-S%+&D:%
MGW,05:26),H/E1))0"=U6/"^FSVVM70UGXL:=JJI<"U0.GB@(757MVD41*JE M&/E2C2;2P1,?Z)4O| :7B_)"Z' MHC#M_P 3J8''_@)7SY'83Q^'[B.S|>Z#-K,UI;1_:[KQ>|A$D5U++M8JB[HR
MD@!*A'(!7/| '7O-I|4O!D,4:OXPT$L%&?| B90||=?OT6&BS_:'C#_H!Z+_ M .#J;_Y$I?[0|8#_)@6B?| @ZF_^1*8?BOX*_Z'#0?_ 9P?_%4G_"U_!/_ M $.&@_| @S@_^*H&2?VGXQ_Z
6A_^#J;_P"1*/[2|8_] +0__!U-_P#(E1_| M+6|%?]#AH/| X,X/_BJ/^%K^"?| H;]!_P#!G!_|50!+_:/C'_H!:'_X.IO_ M)$H_M#QA_T]#_|'4W_,B5%_PMCP3_-#AH/| X,X/_BJ3_A;'@C_H!<=!_ M|&<'_P"
50!+]O|8?] /0_P#P=3?_")2?VEXP_Z >B?^#N;_ .1*9_PMCP3_ M -#CH/| X,X?_BJ9_P +8|$_]#AH/_@S@_^*H_P!@SA_|_BJ +"ZEXM;(?1=&7IC9K$K?^ MVHKEOACJ7B[
(5SX;*Z%H^W^S[<)YFL2@E=@Y(%J0#TX!/6NC_X6MX)"AO^ MPT#L?[3AQ_Z%7-?#?XG^#K7X?^&XI_%>B0RIIT"M')J,*LI|L9!!;@T =3 M_:7C#I_8>B?^#J;_ .1*I:Q:^)-
>L'LK[P[H=S:NRL|+:U-M;:P8_Z)R,@< M=#WXJS_PM7P3_P!#AH/_ (,X/_BJ4?%3P5V|8:#_ .#*' XJD!6T>#Q-H.GP MV-CX=T."TA&V*%=;GVHOH,VO '8=AP.*N-J'C!O^8'HG_@ZF_P#D2#D2F?|+6|$
M_P#0X:#_ .#.#_XJC A:W@G_ *'#0?| P9P_|/+BJ8 P9P__"24UR/Q0^)G@S0?| M =3 MY9&>#"IJ,)/N0G@-75+|6/!!/_0X:#_X,X/_BJ,X?_ (J@@8|IK5XC:|0Z;;
9.1D#@|'H:71[7Q)H.GV]C8^'-"M[2W4)%"NMSD(HZ* M,VG '0#L.*M?|+8|$?| 0X:#_P"#.'_XJD_X6Q)_P"APT'_ ,&&#QCH.<_P#03A_^*KG_ +|3O"-GHMY'/XIT6"0:KJ3%9-0
MA4@&^GP<%NASU]Z8'1_;&"_|P/1/_U!/_ (E+_ !|U- | (E+_ &EXP_Z >A_^#J;_ .1* MB_X6OX*Z'#0?_!G!_|G#_F|+6|$_P#0X:#_ .#.#_XJ+_?Z_<0_H"B?^#*;_P"1*F_P
MZF_^1*XKQIKGB2P|6>$;F[TK1;=89+Q]S:Q((@HMV)+.;8;1P>QKL?| A;'@_MG_H<-!_|&1 M[YI:@>IV_B#Q1=%A%I.@2,IVL%UR4[3@'!_T3K@@_B*LC4O&&/| D!:'_P"# MJ;_Y$KYL|/| A,^&?
$"MIGQ1|/2Z*=325$_MT1206L?V41JRH=L[>5 |)#D# M#ALDDBOHQ?BMX)"A3XPT'(X/_$S@_P#BJ-0)_P"T/&!_Y@>B?^#J;_Y$H_M# MQA_T]#_|/!U-_| (E1#XK>"A_S-^@_^#_ ^#.'_ .*H_P"%L>"?
^APT'_P9P?| MQ5,"7^T/&!_Y@>B?^#J;_P"1*/[0|8?] /1/_!U-_P#(E1?|+8|$_P#0X:#_ M .#.'_XJC_A;'@G_ *'#0?| P9P__%4 3?VCXP_Z >A_^#J;_P"1*/[0|8?] M /0__!U-_P#(E0_|+8|$_P#0X:#_
.#.#_XJE_X6QX)_Z'#0?_!G!_| %4 2 M?VAXP_Z >A_^#J;_ .1*/[0|8?| 0#T3_P '4W_R)47_ MCP3_T.&@_^#.' M_P"*H_X6OX*[>+]!_P#!G#_P"1*-_A;/@3_0X:#_X,X/_BJ]$_| M'4W_
,B5%_PM?P7_ -#?H'_@SA_^*H_X6OX*_P"APT'_ ,&,/^@'HG_@ZF_^1*B_X6OX*_Z&_0/_ 9P_P#Q5'_" MV/!7_0X:#_X,X?| XJBP#_[1|8?] /0__!U-_P#(EE=)_P +8|$|Y|8:"/| N)P__%5S=KXPT/Q!|:M'
M&E:SI^I[=!OE;['=)+@^?:'!VD]N:0'IRTM)MI: "BC&:* "BBB@!N>O%?$W MQN|1^,]+^(EII/@BQM[O4-7UC4C.;BW1T_=1P[/,=F&U!N.<$L0,*.*^V^,' M-?.>H:7;CQ=XAFG|;ZQX=%WJ-
[+!865G:S1[;>"(S/ND@=LGEL%N^!33L[L# MQ7_A>%[!HME=7)L%GDTO5E=4@RPU*&9%M[?;U#,C,0I^]C(KFY/C;|0$U;4- M'.B6.ZVUJ:07C6;,)=,^U-:Q1@?
|]?,5SGH53|_H&|_X1BUT^]O)OC5J2_8X MEFGA,>EK(FX?*I4VP(8D@ 'N<58T^S|/7D9S|9=2AG1(GDMY(M+$D7F%0BL/ MLW#$NHQZL*UO&]R+/9'RK:_'GXDWG@]S86NG-
JKR)%;2&S62(LXT|_,8|C"M M5$:;Y"?| 1NBJ02>P.:N6V@:#?V,= MW#|:=0EMVR%D"Z7@X$A/_+MZ0RG_ +9MZ&J=2.PN5|S?TBF1R/N;W]EV@ZVL/_? I?[/M?| GWC]?NC_KA5O-
&ANEBOOBQKVG! MI1"CW-MI@5V*[AC%L>,?Q']ZZ6^|-Z3IFCMJUU|9-1@TV-TC:Z>/3/+#.BN MBEOLV,E75@.X8'H:'4CU*Y6M#673;//-K#R/[@S_ "IO]GVH) MXL?[@KDY(
M]!6Y:&3XR:E#=8=H[5DTO?*J[LL!]GZ?*V/H:M75GXPN61T8T^U'/V:/Z[!2_V?:=K>//| NBLF MZ|*VUCJ$MG=?%77;41VL=Y]HFMM,2)D=9F&&-MU"02.?
11GI5+7M/T#PW'T@/ED=%_9UIU^SQ_P#?(IQT MZU_YX1X_W!_A7/+I.A&7R1|:M1$OFQP;/+TO/F2 E$_X]OO,%; [X/I6KJ?@ M.VT6Z%K??%W5K.Y95<13Q:8C;6+!3@VWH-.)(XO+5-,+%Y 2B@?
9N2P5B,=0 M#4F@Z#I/B2;2XM-^,>K7,VIV_P!KLXE@TW?-%R-ZJ;7)'RMV_A/H:7.GT'RL MVO[.M>HMXP?]P?X4O]GVV"/(CP?]D5D:QXV%O8_%;7M3%U<16QDL[739%@,L+2Q&0 MBVX#J%
/.2Z]CFCVD0Y6=#_9MF./LT6.F-@Q_*G?8+7I]GCQ_NBN;M[#0+BX MCMO^%T:I%-5-MDD.RKQW8>HJ2;2]!M_$)T%_C7J"Z MRLPMS8^7IGFB0XPNW[-G/(X]QZTU4CL'*SH?
[.LRN#;1$9S@H#_2D.GVAY-O M'_WR/|*Y*2/0+6,SO|9]2-F-X:Z,>F>6C*R*4/| HW#9=>,=ZV[SPEIUBB&Y M^,.J0[[/^T%W0Z8,V_| SU_X]ON>_2E[2(^21I+I]HS9%O'GUVBG?V=;#_EA
M'_WR*YF'3_#LTGE1_&^^,OD&Y*A-+RL00OO/^C<#8K-GT!/:HC:Z%;PO+>_& MC4K/RXO.>.==*!1"^P,<6W=OE^O%+G787(^YU7V&U_YX)_WR*7[#;'C[.@_X M"*Q-0|.Z1I-SIEM>?&C4;:?
4HO/LTD32U,T>,AUS;7:&X'QNOC!-')+')MTO:RQDAR#]FYVD$'TP:?/'L/ ME9U/]GVQ_P"6"?| ?(I/L%I_S[H?^ BLS0_">F^)=3;3M+^,6J7]ZL*W#6|, M.FLXC8 JQ7[-G!#*<_[0]171#X'ZFW3XD>(?_
/3O_D6E[2/8.5F?_9UH?| MEWCQ_NBC^S[4?|L$_P"^15Y_@?J?('Q'|0D_]>>G?_(M8O@GX3ZWXA|):/JE MU|1-/8.5E#[M#:_||(_^^1_A2BQMN|"?]|BKW_"CM3/_ #4?Q#_X!Z=_|BTC8 Z*/X@_
M|]._P#D6E[1=@Y64OL-JP_X]HS_ , %)]AM>UO&/^ BL_QQ|*]<|,^&;K4; M;XBZY)-"|0"RV6GE2&E53TMAV8UO?|*.U,_|U'|0Y_Z|]._^1:/:1[!RLS_[M,LY&5FM8BR_=.P9%/_L^T_Y]T_[Y%0^)OAA-
X3T6YU74/B7XAAL;5?,GF^PZ M>PC3/+MBUX4#DGL 3VI?#_PIO/$6E6NIV?Q*|2-:748EB9[#3T+(1E6P;7." M,'GL:?M(ARLE;3[7;CR$_P"^13&TVT;AK:)AD'E >E:#? W5._Q)|0X_Z|].
M_P#D6L;PG|)]:US2[BXG^(VO1NE_>6P$=EIX&V*YDB4|VQY*H"?'-.B^(FN-!J,DZ3,]EI^Y0D1<;?] M&]1WS1[2/8.5FC_9]KW@C_[Y%(VFV; @V|9!Z@J*O_ | "C=3W#_BX_B'_P
M]._^1:=_PHW4O^BC^(/_ #T[_Y%H]HNPN5F9%IME#&$CM(8T'15C _2G"Q MM?| G@G_ 'R/|*T?^%':F?| FH_B$?| ;GIW_P BTG_"CM3[?$CQ#_X!Z=_| MBT_:1[#Y64EL;7_G@G_?(IW]GVK?
|L(_^^1_A5O_ (4?JO| T4CQ#_X!Z=_| MBT?|*.U3_HI'B'_P#T[_ .1:7M(]@Y64_L%K_P |(_| OD4?V;:_||(_^^15 MW_A1^J_]%(|0_P#@'IW_ ,BTW_A1^J?]%)|0_P#@'IW_ ,BT>TCV#E94_L^U M'2"/_OD?
X4G]GVW_ #Q3_OD?X5<_X4?JG_12?$/_ (!Z=_| (M+_ ,*/U1O^ M:C^(/_ /3O| Y%I^TCV#E93&GVW_ #QC_P"^1_A2_P!GVO| SQC/_ 15L? W M5?| HI'B'_P#T[_Y%IW_ H_5/
HI'B'_P#T[_Y%I>TCV'RLI?V?:_||$_[MY%-;3[7_)X1_P#?(J__ ,*/U7_HI'B'_P]._^1:3_ (4?JG?XD>(/_ /3 MO_D:CVD>PN5F?_9]K_SPC_[Y%;_@NT@@UZ)HXE5MA&54"L__ (4=JG;XD>(/ M_
/3O_D6J_A?PKJ_A#XNZ;I|_BS4-=T^?2+J[:&^MK5,2)+ BD-%$AQB5N/I M4N28TG?4]?7O2T45B:"-12$44 .I5ZTE*.M "5XO)|-['XA2:QY^I7VDW5KK M%]''<6#QJYBEC2.:,
[T8892.0,@@$$5[1ZU|U^+/"_C35?%RZKX1$N^RU+5; M:5XYH45&E^R[#(L@.Z/]VV=GS<#'6@:.PUC]F_P_>7,<|&K:II=VB31Q3V|L M+-&LC?,H$D;#
[N4&0F!@#D=;|/_$[Q9]D%QIZVOV.ZM5'VB6 F01NAEF4H>%8KNVG!P,8 M%5/_@/XFQ:E?ZAJCSV5_J$| N+IIK9Y8U"6:RM$%&Q5_=W.T;K= M[B]37|"?LKV7AS2=2L]8U:34'NK*;31-
;QI&XBD$(+%BIW.# FW.0H&WYL9K M7G_9AT"ZNOM$^MZU<.XF:X$DD 6YFD%R#,X$(PX%Y, %VKC;|IQ7.?"_Q-X_ MOOBIJ6A^(IKP0VFE;85:"/[,]P(K;<[.JA@=[R8P2K;F _U?.3YOQHT?3="D
MU2ZU"XFFU"VAN3;V]HJQ![B*.42A6D+1;"Y5TVL,DN !FC5/0?6QZ>GP-TB/ MQ3:ZQ'JFHQ/#=F]>R62+R)I-T[*7RA?Y?M$F K XN1<1J982MLOFW$K0QCRON,;J8'=N;#
!A@5Q"M|5X=*;4]6M+F&])AM(T MLC:/<[6EL%4 ;%VV6.%!!.,#%F'PS|9V>SN3KS(Z1J[VI-NT+2!K0;6/E MAMI'VLG![+C' HZ|S8MCK]*_9U|V:/<65Q;W=Z9+(P&$N|;?ZH!0""G.Y00Q MZ_,<8/-
,T_X$0:5X%TOPYIFKSZ6MGJ3WQO;)$,N&,@"+Y@=1M1UC&0<*@QV- MJ?"G M2=7T7P+I=EKTUS MYB=V:3S"|Y9HB3(6E=CSM)P2O%>X!J-W-38$>;Z)|$--T+7/[72^N+N^6Z:] M1[B* ?
OF256),<:LP/G.V">#TP.*J?$#]GO0?BE#HS>)+J^N+[3+4VZWEK*(M6E8["9&&"-P9,CTW-US7J7XTO6J |AD_9KT-O$=UK2:GJ4=W<7$-P0OV?"". M9Y513Y6X#,A7.XL$PH(%6;#X#Q:+?
6E]IFN7,6H6EG%8PW%S;6|K)%&S;2#Y M8(81NR<'!PI8,0<^J|#O2CK0&YXKK'[/#^(?B)XFUV]|07"Z;K20[K.**,M" MT8MQ|I=6&UOLXWJ00X(!'R F_H'[/=AX5O-,?3=6O#;6K6(>"X6,[X[6!HX_
MN*OSDE"TC!B0@48&,>N-C%-5J0'E5Y^SOH=YK!OSJ.IQ!KU[Z6UCDB$4NZY2 MZ,;?N]P3SDWY4AOF8;L<#7U3X-Z/JUT9WFNHW:X>Y)CD"G>US!<'!QQ|]M&.
M.Q;O@COZ0F@#QSP_^S!X=|.R021:CJEU)'<-]#|2:9I-A1C&6<@HK;2=F1DJ:]16G4]1W MZ'E^8KY<7[R%%CP B *KHI5@!R)''&:J7G[-^B MWEE,+'LZ>G%2Z'^SYHFAZQ!JW MHZE?W|:[DC_
'IV11J&5$50%2%%& .AZDYKU2EIIN.P'ENB_ '2M!OM M&GM=4U)8M+G2XA@W1;69;>.##-Y>_:5B5BH8 MSC@ 5;S]FW0M0NM6N+O4]4 MNI-2FGE?
S98|QB6&ZA**1'DJJWDFW<6(VH,X7%>N4GXT7=[@>8:-| M*T73? M$MBNJZG/;:W9MIY21XA]D@+SOMB(C!R&N)/F?>>GI6%)^RKH%UJ|6I7FNZW> MW:B4R-=-;2),|BRJ[LA@VY*S$;0
I")E21FO;=U(>>]3UN.YYQ|._@;HOPUU M:?4-/NKR]N)8UC:2_$4DF1'&C-Y@C#DL(D)!;;GH!T'HZC;2KQ13$-:N8^&(M_P"+=>>'^/HM;Z=FKF/A>Z_Q_(A3JJ/1CN:;3!O/BBT_Q;:R#!?DF&2K4/
MHH Y'XL?|B'J'^_!_P"CXZZZZN0^+#?| %!ZAZE[?_P!QUUP:@#'|7>%[7QE MH-WHU^9/L/VVVVG2-MIDCR"R$_P!U@"I]0QJ3PKX>A|*Z!8Z1;RRRRVMG&(83, MP9@@X52<#.!@@#O@O@#.3S6H33@*
&M7,?#W_D W?| V%M3_P#2Z>NG)'UKF/AY M_P @&Z_ ["^I_^E|] '3K1@4M% !7'>*S_P 5YX(_ZZW?_I.U=C7&>+&_XKWP M0/| IM=_^D[4 =D.:6FJ:=F@ I *7-&: "BC-% !1110 4444 %%%% !2-2T
M4 -Q7$WW_);-%_[%^^_]*;2NXKB+YO| B]>BC_J7[[_THM* .WHHHH **** M"BBB@ KY:.|>?V;IWB'4YI/"VA:QJ%Y?:KY.)'9"3W8CO6W=^$=?-PZWFL?#PS1JS;$/RL@> M&W$E3:8*F:PZ%KB(K86GO$@
P[6WFO[WX=:;I^EQK%(MP;:"5IPUM/.R[4;Y"ODE23 MD9!^HW?%]]|+/AWI>C3>)_ -GI,FI(SI;_8H9C'M9!)N,;$?(C^8Q&0$1SDX MQ70KX6UV.-PFL_#U56%8V5?#4F!$ RJN/MOW<2.
.F';U-.F|.^(YK*#3WUS MX?O:Q*8HK5O#4I1%=2I55^VX 921@=0<=Z0SSFS|8_#W6;RVMK/X4VZN]W9P M2?:K>W7:DXE.[(8C*>2=RYR"<=>*W_!-Q|V?'6H:1:=64, M:I;QI"1*?
FY#&>-1MW2[7PS+MG96;RV MW_;<.05;!R2#5C'B#PCI=[JEIG4EG:G2G8(E0MC#'X6:MNQ:G1|E1WQ0@.(|$>(OA]2K"Y^%MM87-($-S"XVR5_(MI(K4M+<1Q!R&#$L;:3[JG:< M
XJ#5_%/PZ|(KK/]K?#.U_XE]U<(CVUI;D7,$4|R-)&N_=|BPDL& /!(&WFN MYTWPYK;36VJ0:O| #^UNU'F12OX5FAGB|S+=&O R$EV)!P%)M1Y <^OB+X;3:]#I$
M7PO^T7KWDEO)!%IT3200H|2?:9$!++$?.1@<9*Y..F7:?=> H?&FIZ#J?P|T MZ 1WKV]G>);W7BSP"?
M8Y'W>.G+M#|;?#_^SK9^K9]2^&UI=2"SAN[R6RL8!%;;X5<* TFLYMN48'IGU/U#H?FU)FN@/%U?6U
(]C(T'AJX@|Q1NB*HPO03C! *].'I1=6'RE=&T"E1E81!C%M0K5
@C5_A_X;73H/%/@B/2H; MGC[7HMQ*%FE/E8RU_@%M^S Q]['ASBNE|"Z3|/?&>MW&F'X=VFD7,-K#=^7J%E'&[K(H)VIG<=A.QCC 8 M$ FIH?#.KVJ1Z+#K'P[C2ZWQ+81^&9 LF/F==@O<''!
(Q[U=T_1?$^E7AEL/ M$'@.SNI0MN7@|.RH[!!A4.+W)"CH.U%T(ZK_(4IX";D^$-(S_UZ+_A2?|*4 M|!?]"CI'_@(G^%8C7WCF.$2OXX|%]JC$J&.B3X)'4?|?W;-7+-?B#>L5A|7^# MYV"A|1Z#
<'Y3T/%]WI#-#_A2G@'_*%'1_| P$3_H_X4CX!/| S*&C_P#@@ M(O| A4(TOXF?]#+X4_| ">N?| Y.H L?| "D_M(_YE#1__$3_"FGX)^ O^A1T?| |!4_PJ'^R_B;_P!#-
X4_|)ZY_P#DZD.E M?$W_*&7PI_X3US_/)U $K?!/P%U_X1#1__%3_"C_(4IX"_Z%'2/_1/ M|*@_LGXG?]#-X3_|)ZZ_^3J=_9?Q,'7O+X3_/">N?| Y.H F_X4GX"_Z%#2 M/_5/|*/^%*^ E_YE#2/_1?

'6IR/$T3PR2:A(S0F+R_*V$GY0GE)M'08I> M]8MD7>H3^._#,D5O EPR0P;GD#H7C51]IY9U4E1WK8T?Q'XA MUKQ7-I\-]I:V7]DVNIQRMILHD;SI)EVD>?Q@1@_5C6-)^S#X#;0'TE+.^B@>
M9+@RQWTJREEMS;GY\YPT3,I'0[C6]H-C#I/Q0OK*W7;;V_AW3X8U]%6>Z 'Y M"GKU(E;H=!]C\0=3J>F_^"^3_P"/UQ5[\5K33/$^L:%?>*-)L;W2;>&YNCG=<>8%5HPV2,#R8]H'W3&I&" :6
MO0%YG:6RZ[=0)-%JVEO%(H9673Y"&!&01^_K_^(%KKY\-L&U/3]OVNS/RZ>X M/_'S%W\XUUF@S:?_&-9?V=LSX@$?\ ",L1 MS_I=IC_P)BJM+
CC].^+MM>64=_/XBT_2M.N)A%9WFIZ7+;1WA)8 PEYQN'R M$_0@]"*!\;/#?]I7-A_PLCPC]LMO-\Z#;\T?E@F3(^T<;0"3]#Z&K,W]/OA. MXTU-/D.JM81-)Y-J=1E,<4;A@*#/$;!R"OH
.PIE]^SMX(U#39+"73[G[/(MH4[;IPV,7 P#G(!%W/GUW#T%+H(BA^-GAV[L9KJW^(_A&6VA=(I)57*JSABB MD_:.I"L?^ GT-27OQ@TK3]2_LZ3QOX>.H#4(]*DMX;1W>*YD#;(W G)0G8PY
MQR,5#J'[,_@35+@7$VG3&83FX#"S8Z4]!Z7-/0-8OO%&EQZEI/B#1]1L9 M"0EQ;V+NC8.#@B>M#[-X@[:EIO\ X+Y/_C]1^#? ^F^]$72M*$J6@EDF"S2 M%R&=BS8]!DG & .PK?VX%
KLP_L_B'_H):;_ ."^3_X_1]E\0G_F)Z:/^X=) M_P#'ZVL>U%.P&+]E\0_]!/3/_!?)_P#'Z4VOB'MJ>F?^"Z3_./UM9]J,^U(M1B?9?$/_ $$M,_\ !?)_\?H^R^(?^@GIG_@ND_\ C];5% &+]E\0_P#03TS_M
,%TG_Q^@VOB$?\ ,3TS_P %TG_Q^MO/M24P,;[/XAQ_R$]-_P#!?)_\?JUX M#M]4C^+=@;V[M;B/^Q[S"V]LT1SYUKR29&J^!S3O";?\74T__L$7?_HZVJ)% MQ/7J*2EQ7(;A1110 4444
>)_%SQ%8^'_B19-=I?RO)I1"1V.GSW9P)N2WE(MVT#CKC.?:N=_X6=I/_/AX@/_'+]] | &:L?M-+K4K:BGAJ>>W\0_P!FV[6S M6HC>4J+HF1 KLHVL %+ Y4'(R<
^)6GA_P")^H2:7=7EYJ&GRB>\|ZSCO8'5 M$%IFW!8+\W[\;I¯:MJ9RC<]F_P"%G:3WL/$'_A/7W_QFF_| "SM* M_P"?'Q!_X3]]_P#&:\"%K\;K'1=%DL'N9KF6Q,M_#=O KQSV[F7R1EF_X^ 1 M%N!
(7&>*TM+3XO\ VBS_+0;4AJ4S6D@DAEM/L,4+0;KJ.49W>8LAD5<](R M#C)K2Y+B>VK\4-(Z_8?$'_A/7W_QFE/Q0TO_*!_B#_PGK[_.,UX7X0T_XU
MV,WAQ=9NYYK2&Y\S5U22W9I86%F52)L9W!C/OSCY1(%)^0GZ<62+@&1,>NX< MT[]R;'+?\+/TIO\ EP\0?^$]?_\ QFE_X69I?_/AX@_\)Z__C-=2\T73S% M_P"^A0)H_P#GHO\ WT*5T'*SE?\
A9VEK_S#_$/_(3U]_\ &:7_(6?I?\ MT#_$'_A/7_\ \9KJ?.C_.>B_P#?0H\Z+_GHO_?0IW7<5F(?_GK[_XS2_\ "S]+_P"?#Q#_ .$]??\ QFNI\Z'_)Z) M_P!]"CSHO^>B_P#?0IW069RW_"S]* Y\/$'_(3U_P#_
!FC_A9^E_P"?#Q!_X3]]_P#&:EUO!!_GN]_\ &(_Z _^(TOOSA+_DG(M_P"H[KW:^^MK,^UYT8UA]%_$K^R2)^]8Y[A,O$7\SH0%/Z$4:RM.^33-X^@_ "S/M5Q_I_PA!4PH, [_P#X"ORAX
PGK_/\ C-'_LS2 \ H'>(?">>O\ XS74\Y_MST7T\^ZRY>X^$&ZB_Z^;]$)#^J8G$]Y&>^R-SZ)>*.V5>/OT;3#<F]_I/$F:!"O^9RYE#'_:H/+E&@B?ZP0$TR>&F*+L_Z:[8QX3S^C
)Z^_^UT G1?\]$ ^(%Z'G1_T_^'_0_V*Q/_MXBS9>_)>YA?$?@.^DZGEXNQ"3QOO^/%L3EAF6_^@ @/]O9>?X^ZPMDBZ#'_)YVJX3YGJQ/_#/J^C>OF%1E:S7HM^&_HO:?5GS6\UG$.EF+\DN
MQFNG\^+ _)Z+ P!]"E^T^?#Q_0/,E ?_ Q$_&_!Z#RT^ODA<]OC75_"M<]8&W5CJ!!)-S!>2J$V 3%\:V|ZUJ#O^?#5$Q#O=*T>'<A![%%Y0,Y G<@UFHT#C\ +MN![+_OZ>U/=1_%]0V
MD>';| ,3$1_RQ_V3_0_Z]!_%O"@?P%ZG^="BVH1+?$^/*%X*K:!-#O1A<G[*D>:C_J[>,D_P%]G:QE_ZO_+?UQG"4.H]7!H=T=%()JU/EB^.AQGQ?%R?1]<^_2C,]4X:C_4&[R1%?"4S_W
MG+_|+/TO&?L'B'_PG#_TK?_T P_Q!^QP)G[/I#_1 1_.4_B="Z%R?.W@MC9_1_'8P[G_2;?-J#HO5WN_,QMMUP\[IWJ]Z>[U=T6K!@OP\JZSQ*P3$]?J+I>ES9R&(O_]!+9S!1D[D^FJ5@
M$0Y\Q?^^A2ZK:XO[X1?0R2GJ>BV/VP-ML7L&DX=TU@:D_0T_2)B32$9"CB]#'I)<D|M#^#D#7,@P)U7H^#J_F:U)UJM5O*4_\!T:)P8*6#.C4]!O*=@R#)^YD):IWN([WAP3/DQ(N^P>%#Q@ZQ?J
M(1P-WGL"1W];'C%+?X9Z1I=SI>O-J=NMBMPL6AZC*FY)8C(1(\ 9A\K'+O_/XS2?\ "T-* P"?#Q#_ .$[?\ MQFNI\^+ _WT*^ ^+^^O\ WT*>EGG\|N#2/?1*?#Z^(?'P+Z3A:.U4[?E_;P@JM8W?%?0S'G?'2*!+?^F4)/.
XA_| "=O_/XS75^?%L3?F_A ;:* ZMNS,'4@*5'G-?"%G:5_M_P ^'B!_BWWPWWVN8'P)6/.%J- -[)N?_0(5FO8+_C]SKQ(B#"I2&E^^!W8'IXZ@0X!)J)%G!?!*C7@:P+_#-G.[^C8[A&0^S/V?T%'/DP?7%G-3*^W(
 "=O_P#XS1_PLO3-:2_/_#!=VF*,%2^9M_?Y@8C+V9-E93-1P^(VK1Q?10U^:5"7_KY;G'5[FT]B3D#]7+;"2]6S_DS^_%G8'ST&(0O1%5'8?GO/JGZRU0%]'<B'0/Z%GQGM/M7_'A
/&:U/AKXHM_$7Q4>M#:6>JPQZ3=!I+[2KFU3)FM\ -+&H)X M/]*UOM$2_| +53_,"%;W@>1&US"L&_=GH<]Q4R9:/1:***Y387)HI** "D MI:* /)_BG=0Z/K5WJSZ98ZB]O!IL3&^@$JPP2WQCG?
G[H$9+$]!L!/ KS_7/ MB,MO::X]KX3T-4AM)[K3[N.S23[0BW5U$C!,#*E(8FW X^<'&& KM_C%K&F^ M$]2U#Q'JCZD;:PL+.'R=/U)[(,T]VT2L[+(@PI8TRZGLX;Y[2_UB_C>&.4+MWGS-N;CRR_*-
V!V'@7Q=H'C+7K+3)?!NEV+W-F] MZC 6]P&"S&,@&,$?W3EB/O8&<-BM'\0_A;(+PQ>)]3+\ MI)V<#IE*[$>K#P3X='_# =-_| 2/_H/@GP]_P! '3/_#C_P *\LMO M"@&XU8V"ZUXFC8-#&))=0U-
%,LLLT2PX+9$@:!\JP%=/K-KX3T&QU&ZOO$& MK11Z=Y?VM4U^]=X-Y 0.B2EANR,< M_P"@#IG_(!Q_P"%>1:QX\|&:#]"VMYJ7B"-DN7CN96UC4/*M8E6=O-D??M4 M?Z/("03M/I5JR\?
_#'4+6WN+;Q?JTL=PKO$!K6H!Y BRLQ5#)N.!!+T'\.. MXR:@>I_\(3X=_P"@!IG_(!Q_P"% \%>'O\ H Z8/^W./_"O&]5^)7@@33;R9 M!K&NR6MJ94O;E].BVWB/Q%:AXFM/[6LDOH8/[3U*5PK&,!2%/O
/B2STQGU_6K/4;Z M&.8:=+KM_P"Z;_ , _VNG_N/7O_,=I/^%>Z=VO M]<'_ '';W_X[0!>_X0KP]_ T -,_ \ X *3_A"?#_ /T =,_ \ X_ (F]7_"O M-._ Y_P#7? ![>_| QVE_X5YIW/_7O_ /KG_@ @]O?_ ([3_N_
(3X>_P"@#I?_(!Q M_P#Q-'_"$^'O^@#IG_(@_'' \ $U3_.%>Z9_S_:[_.#Z] \ CM)_PKPT_7O_ P =H O?\(3X>_ .F'_ Z_.F?^_ Z &E_P#@ M'' A1_PA7A[_H&#=_ A M_P"@#'S_I__/A/X5J9HH/V7_A"'\ X1N@@B&G]N"!X
/$U1'P]T[_G]UT?]QV]_P#CM+_PLCPC]LMO-\Z#;\T?E@F3(^T<;0"3]#Z&K,W]/OA_(4G_ "%>'O| H Z7_ \ X Z7_ (F"_ \ ,W>$O| =IV I_ P:9U_HI!S]^W_'_D9M~~_ D'.J0Z!*%_ /#]&E%_M/+B%O&/F$ I+P+X_PD_
QV@"]_PA/A__*.E_|_@''_$T?\(3X?_?_(3_?)_@I M_$U1_X5YIW_/]KO_@[Z]_P#CM(>ITKH^?DSA;_\ #?/_?Q__ [2I7=8=]_^@#I? _ "'_B:/^$)\/?] M#I?_ (G@X| QVV _ /\ M$:!^(/>ER@D;_ ,/+_?#2=
G_UW M_P 'U[=Z= PF>BJ-0UT*;6[) P")Y>9.##QGS<@<]O:F!UG_A? MA[_ H Z8_^'_?W./"C_(0OP_|] '2_P#P#G/_ F*V&P#GT _QVPC_"^PBQF/J*_BN_G7+EL5NK*4D^2KS\#G(Z /?9)2_PA7A_ (F'"GS_]&P'?
=+_P#_.\| ^)I)\/^$)I/ 0!TO M_P _X | XFJ?_:O"_O 'C7!?*5?1V |IS2SLZPWE]##_P"4_Y^TJ_'6O!]8$Q3"?U%?I,1G_#'K(#S Z$>SK'@FH8^$#W_?*7(3 MX?P?^)##I?_Q'?P| X[7]
#WP#I]O_P_))NO=:79K-R@V:W>+P"O7$O)]SS3N!W+> M"_#_&T'2P?^O./_.)KS?X9ZC;>,O$_BC3M0\+Z+!::7ZT'QMX@\0Z5:MXBM[MG1)_LMYYVMW@ D+. H(FP?D57X[2*.N0$!Z'_P (7X>
[Z#I?_@'' P#$UPMI MX)\/-\;-94Z)II5?#]BRK]DCP";B[!(&.IP/R%=;_P *[TW_)_]=_| ![>_M_':XFR\ V!^,VLP_;M:"+H%B^1K-WN)-Q=CEO-W$?+P,X&3QR: /1/\ A"_#_MP_Y@.E_^_ZWG[
M99CY];O&'-U$.AE]_P * .U_X0KP]_ T -,_ \ X *?(FE_P"$+\/_ /0!TO| M\ X_ *\/8 \|*SA\/-/. 3]=_| 'M[_P#'':?_\|*TW'_<''KO_%/KW_X[K2 N?|(5X5_ QN/?V_ 5?OX?_]M #2
./_P")H_X0SP\/_P#C_X `]\ ('O_^O@_O@"O&:5X?_ / _%!@[X+Z H_Y]OO-(_Q"?0@ _?\ Z+"2_HL/>_O+"FN\&N>_@ (%'G/_DOO>]_C_ X?OY_7*@_ "_.5_O #'/JX[.ZH)X[^
[>_P#QV@"]_ PA/ A__*.E__@''_$T?\(3X?_ M1E2^ +FT_X/A__OE@_O' (%?(Z9_Z _L ^)JR.)*S_*&_V)_ _O(Z_^6:!1#(=7_*EGCS$!?9?\%(O9MI?;\O^0,G^W+]6)^%_?B^UP?8F?R^_^CQ'S^G$
[73_W';W_X[1_PKO3C_P ONN_^#V]_^.T 7_| A"_#W_0!TL_] MNTS2/BAI4MEIUI92-I%XI:W@5"1YUKUP*T?| A7>G#I?:]_X/ MKW_X[639^&;;0_B=IDD%QJ$Q?1[Q2+R_GN1_KK7H)';'X4P.^HH%%
(HHHH M**** /*?B38S7GBQP^IZ5I^FBVL?-&JV#7*O/]K/V;;B:/:1+MQG.25Z8YP= M2^%,-]J.M7U_K7@V:YOMMOJ!N-#D8.WDM[LS1\2\,"R>G13ZBO,;[P+9ZI?:C?:OI.M:M-?!
MC.US>V(4DQW2*V H&5%X^#CC8GH)_"_]H*1=W-O_M &+.$5Y_.B) ^V; [_O@0N"=Q)ZYJU5WGCFCD6^L5= DT\N P7G=]HD5 MF;)*D#(Q3/$GP_EUK2(+)+35UEM=/DL+7?
<6/E+O@F@WLB@9.V%Y'N"AE9='G"7&97E4-B]VR?O'D;!SRQXYKJK[PO MXF\6:;?:9-XJ\/WMJ_[BZACT:8?5&*WF1]*\;@^']A&D[7'A_5YY9$D'F&]L MD\MWFDE,B!5"HVZ0@;0, "MWX-
W>K_#2UUA'T*74S?W;7)DCN(4(R3P29#D< M\ 8YZDDDY'T"_^\K[3OT6X9Y/+ MQY>7-[N^7 V\|=JUC\7-3SQX/N__.@_P#BJ#\7-2'7P==9_P"OZ#_XJCDE
MV%=&&OPOLTM8[OPS%#&JHGEZ#.C(L*C:PO PP+: <'_EFM:;?"G7VTNVT MQM6\.&RMK46<,?\ 8,W[N$%"%4_;,C!C0@YR"H/45;_X6UJ8_P"9.N_.@ M_P#BJ;_PMS4O^A.N_P#P-
@_^*I\LNP[HP&_9YF9G87'AE6>!;&X@G4^$O.@BC@CD/AR4L(XXWB1_]#3H7_@AE_P#DNL@?%O4O^A.N_P#P-@_^*I?^%N:E_P!" M=>?^!L'_,51RR[!=&J=$\>_]#3H7_@AE_|
DND_L7Q[W\4Z'_X(9?\ Y+K,_M_P"%MZG_-"=="_| @;!_\51_PMS4_P#P-P_#H3KO_,#8/_BJ])+L%T:@T3Q[_P!# M3H?_@((9?_DNE_L3Q[_T-&A?^"&7_P"%ZR?^%N:I_P!"==_^_52GXM: MF/\F3KO_P
#H#_[-1RR[!=&K_8GCW_H:-"_\$,O_P"2Z7_A7G,_KFUV^_Z>__^ Z&G0O_!#+_M_P#)=9/_ MS4O_ H3KS_P_#8/_6YJ?|_T)%_M_P#8_"XJ[P%^)_$X&C0?_!#+_|ET?V]_^'_R_
)=9'_"W=3_Z$V_|#8/_M_(JC_A;NI_|_0FWWXWF_@ @/]_J>"XZ?>_X!.TF_C"P_P"#F"W-2[^#KS_P #8/_BJ#\6\T_^__R%7V_P#__@P?_%5U!@K_.-(?]R]CP8#EG\D^/!K%>0_/_(9JY!TI7P1P_A?_P#TK9
Q5)_PMO4Q_S)MW_P#/@/_BJ_5')+L%T:@_^3VU_UP^8N8GC^3^)'(__#_^%C#R9__]K/Z_P_(Y^M4_X/A_PMSQ^XQ_*
F_@SES$1@;O]@_I1R2[!='5KHOCS MOXIT(_| #+V7P3K6N:I:^&=4N+ MG6IOM%X9]0M,Y)GE?8+H](.B^/?| H:M!_P#!!+_ | MEUPUGI/CD_&O64'B711,/#]B6D;1)2K*;F[V@+]JX((;G/.1P,
<]!_PMK4_^ MA-O/_Z#_P"*KG+;QMKD/Q&U'7CX/N#:W&DVMBJ" @W!XYKAV)^;IB5?RJN2 M78+H[M=%%W|>_]#3H/_ @@E_P#DNL3Q_=P_ED A>IXR/!MW M_P"!T_Q5*/BWJ9
$)UY_X'0?| Q5'++)%T:L3?O_ /_8OCS_H:-"_\$,O_P"2Z^_1= M%F:7Q/HDB?;;+Y4T.53_Q]18.?M9[^WY=:T_^%L:DW3P==C_C? M0?| Q58GC#Q[K6K:2E([=`R=FYMY?\ 0U:#_P"@_Y+H_8%K$7P[=3BW
X()?_DNLV'A)?_^@O_^8P+_ #%+4=/:U#P0?_%53:0_P"BB76_P'@FQ#6E/T/A)P0_?%V:_]R/(_H6Z&;R=@_P!]47YH_PD*_P!$%Z_ Q_'+U Y=/P?_;6I=_;SB0O M?
_%4G&_%V:_>J3\;8@G_U\4F_>JI_X6CZ_^G36_ #P3 1:]#QS;.:N1_X.TZ5_@>J8ZS=+4%I=FFO_LN@BXEA6&Q^KDSGQ_36_K_^P6Q_H+#_DA%K)9[5ZT4K_Y)4CB_H/1L/;3?V_T3(_._Z.UV?
<0;Y;F*3/VFO#\WBVXO=%MH)YKBZT^W>-H;6XEVE+DOEFBAE 7CE M'4J_((!KQ'5/@#?ZM:ZV0;JPOM5CT@2WEEX6N@!);,6N'$36Y0"0[<)@@[1 MFOIGXP2Z]YVJ0>%
[DVNO3VVFI$ZL@*Q&^(G;Y@0 (F?)P2!TYQ7.S^+?B5X9 M6:WL=/AUUQ-(T;74BD3C>0) Z^4JIM8;D;<21QC-7&36B)E&^K/!(/@SXP7 M01HGVS4X+7+77VQ=+U1IUF.E"Q\L#R1^[W_O-
V[/;;GYJT]=^"LGB6*>:/P\ MGAV[E\/7VDHNF^'[YX[>XF9/+F1OLR'Y5#Y. W[PXSUKZ0\%^,/&6M:K/'J\ M-C8Z?%:EXIC;&)YY2[?*9FV!0HR#DG<#E>E8WP[\=?$.\U#0;/Q%IMLENUO
M%]NNC$(V#?9MSON$I /G_N_+"V]W#J*WTFGVFAW[Q;0UF/+61K;>N8[5B2NW)8MJ MW[LD(PG_'FX&4< ;"!G=W49-.Z&XJUA_P#;8[Z;K6?^P%>__&:7^W5Z'3M< M/TT*] | C-2>/?
$'Q'TW7I;CPXECJ.F0W4KQV7*;>(^;,&"(6#[S&(< @Y8\ CD4J MC8N1'2C7%_Z!NM>W_$BO>?\ R#0=<4?\PS6A_P!P&^_^,UC>#_$WQ4LH/"T& MLR6DD,5G(NH3K:>9(\GV.-XRX$V2PF\U25(W'
7.:[7Q3KFKKXPNH[6]U#^ MRY=&F7]Q%$T4-T&7RV1@-Y?;0KW_.,T MAUI2?^0;K>?^P%>__&:ACN_B%9_"7S;>[^T>*+BU"SR7%Q&9K9E8+NBBV;79 MDW-ABO..IXKH/#L?
B+_A";S4WU2:+Q')I\T=O87DT-Y M!Y%'M&'(C%_MD?\ 0-UL?]P&] | C-"ZT/\ H&ZV?^X%??\ QFL:[^,7C^SO MAIPT_3Y)46W4S+9O*\DDMLTH7RA.NTH\JOER 'C(Z$'8;QW\0=/CD+Z/;&1
MK625%7]^#<>?(HC+"4;$$8C?HQ;>0,$8)[1AR(7^VE;.-.US_P $5] \9I?[M87_H&ZW_."*] | C-/TCQEX^A\%WFIW=A FNW%Y PL\+<+;PM:P^9L02J6 MF$@P7R,D\XYM^%/"7Q!O%O9-
:T73;8_899;>VA< K<*D16-I#(0P=GD .UU0Q),L,9@:53QUE9I@Q2,Z'>[F"XR0/)[9'YBO;/[0M/\ GYC_.^Q_C6! MJ6I6H\:Z(/M,6#:7?\8_O0>]'M&+D1YS_;2_] S6_P#P17O_,9H_M@@' F&Z
MY_X(KW_XU7LO]H6G_/Q'_P!]C_&E_M"U_P"?B_OX/\ &G[1AR(\9_M@?7] W7/\ P17R@>W7/\ P17R@>W7/\ P17W_P 9KV_AV3O%MSNRS!2EC0@IQDO)$7 '\SY^@>^_'@Z_9B
KW_XS5:U\46E\THM[35YS%(8I!'HE MZVQQU4XAX(]*]O\ [1M/^?F/_OL?XUQ_P[OK:/\ X27=-&,ZW=$?..>5YZTO M:2#D1Q/]L+_T#=<'_<"O?_C-']L#MINM_P#@AOO_(S7LDFI6NWBXCS_+XK
MSKX;ZOXI?Q-XG/B6;D?:?| B3^8T(;R?-ESOV'[WW0,_P CS\V^E[1AR(P M3K Z_P!FZW_X(KW_ ..U6'BRT;4'L!:ZL;V.)9WMQHMYYBQL2%#X>L #O'.+F\]_?| 6G[1AR(Y M/^V0W_,-UO
\$5[_P#&J3_M17N^$Ta/7]'_PG['0-M@C2OP#5G\4Q/#SZSYDP:QSKU-1*P+N@:[W"$/PWQMT=&KT#:HT]\N$0$8R7-?AUM:3GO6WPKW!0+8\^&!SKBOO4/8\G9LFDS=&W!9^-Q@^8[6'F[$S
\VP/^@=K?<+>_^<~MTK?_@_E]_HFSQ ^Q&ÿM+,1YQCE3JRJ._:FE*(:<NNFE[QYVWR5'^GB\SFZ3P^.?'3T|V>=2+(`:Q7Y\8RHK*U.MA*9+9[R7'[*F%:>7BRJ96A[M\G;#F!@9KX&Y[>:@:J?__WV
\$5[_P#&:<P**O?\P%_^*5#?^_?Q.$*8*&AP4-X/M_?\ #_O 0^]TY/!GEQM&P6R-)!YA_/B_^_9G_P^>]_$ M_P^8_OXQ1_P_\^]_>_\ ^/_4EQN&.?QO^XHM_P^O?L%P[HW_AO:&W7:>^V:_?_P#&
7@8'H8'_=U''M;V2T_ 6]^_P#T4/_%Q/+ 6_5V_?P3OG[P^H_=_'<]F_P#L[_V>^_N_>_>[\@_%W>_'_>+;__]*'>)Q,;V'5_:_]_@'S>_>+_>X?O]_=_S?B+.PHA>_>S+]/?+?_TBU@_Y^O=_$
\$5[_P#&:_/_?!?>_G>=>_X^/_?_YK>>__Z?/_/?_7_>_/_/__/H=A/__/_?_X_?/_?>>/__>P#__O//?_?__]/__O_?/N_/_O__/_O_?_/_/_/_O_?_/_/_O_/_?_/_/_O_/_?/_O_/_?/_O_/?_/_O_/_?_/_/_O_/_?_/

M0VX,.Q%."1)MDD/FLHBS&5_VB_$+QWH?C7Q!;S:/?:EH$%X3&T>D7!EBA+V MR@QR*2LX(DF.U%W+Y9R2,"JMI<#TK_A:7AK_ *"$@_[=9O\ XBA?BCX:/ OY M"?\ KTF_^(KQ?
Q!X_P#BO!:K=6VB7-M]LMPK8TN6[%HYAD?*Q(0Y8N(TR20N M[)!P16IKGQ&^(_A'PS=:P^CQW-GI]A)<3I=6[K-(PBN7#;U8!54PQ J4)/FC MD<9KE8'JW_"SO#G_ #_2?^ DW_Q%) PM#PW_
,_TG_@+-_\ $5G_9\8:AX M\^'>E:YJ4MI+>77F;S9P201C;*Z@;)&9@P"@'YB,@X)&_^?^3_,!)O_B* MY[4/B=X;_P"$RT-CJ. ;6\ !@D!SF$XQMSV->E5SNHK_,5MHG_7I>?^A04 M5U^) AK_) Y/
2;_XBD_X6CX:Z?;Y/_2;_P"(KJ<4,,+GO0!RW_"SO#9Z M7\A_[=9O_B*7_A:'AO\ Y_Y!_P!NDW_Q%*9/C/K5O=1WW_B/VU58_M"B'S 6^]LPL M/_2F\H T1\3O#97(OY,?]>LW_P 11_PL[PW_ ,_\G_@)-_\
$5U %+0!RW_" MSO#?_/\ R?\ @)-_\17+_$?XE>'I_"[1I?-N^VV1^:VE4<741/)7T%>H8KE_MB4H/A1O^OVR_]*XJ &K\4?#99E_M!R5.#MM9B/SV4[_A9WAO_G^D_P# 2;_X MBNIQBB@#EO\
A9WAO_G_)/_$F_P#B*3_A:'AO_G^D_P# 6;_XBNJHH Y7 M_A:'AO\ Y_I/_2;_P"(H_X6AX;_.?Z3_P$F_\ B*ZJDVT &_^?Z3_P!9O\ XBNJHH Y7_A9 AK_) Y/_2;_XBC_A:'AO_) M/_6;_XBNJHH Y7_
(6?X;_Y_P"3_P !)O\ XBE_X6=X;_Y_I/\ P$F_^(KJ M:* .6_X6=X;_ .?^3_P$F_\ B*Q[/QAI7B#XH:5%87/GN-'O6*E&0@>?:CHP M%>A#FN4O%5?B=I(/4Z3> ?\ ?ZUH ZH=**3Z4M !1110 4444
<_;C_BOK[T M_LRW_P#1LU;^T>E>3_%;Q$_@_6;[76U6^TZTM;&SADBL8;>1IGFNFBCR9OE4 M!FZY PQ)Z5DZ;\5]'U#2H+__(6-J%M%+'%(5N-/MU9-\(G ;]SC(B(=L$A5 M()('-
'MNT>@H*#L,5X[-\0M/CD@"_$2ZGBE4GSH+>S<*YF8R* J@ MG)YQD9;X0^(VG^,H8Q9_$.\ANS9B^>SN+6T66*(HKDL/*Q\JNA.#QN&>M 'L M81>NT9Z=*78O7
KQ_$VRCU"XBD\1R#3M@Q@#\J\MUCQ-%H-U/;WWQ OH)X/+$D?]G0.5:0$HORPG)(M!(YP":IV_Q#TBZO6L[?XGSW5VI0"&UM+:5G+ , H6$[C@@G&< Y.*0SUXQA M:01CT&*\M?BQ!-
JE];3>+M6M+>T"F2^GMK(19,9D(7"$N0H7[N>6%;6E^-+ M?7-:L]-TSQ]?ZA)

M;5QT&*%4,< M@"O'U^(NBOY!'Q/N!YS$)_H4'('E?,?W/"?OH?G/RD2+@\T^T^(&DZCY M/B M;<7+7$ODQ".SM_F?,8'/DX)FAPQP#YBX)R* /7&10?NC\J=M'I7BZ?$_1DC M;
[3\2KNTF6-9'MY+.V9URL9VC;"0S 31Y"DXWC/%6]7\9/8^&=3UJS\8:QJT M-C*ENT5GIUL7>5W5%1".I\1M':2XB_X67>"2W!,BG3H0 M>H&!^X^8G/ &<]LU9L_&NG:BDK0?$FZ/E))
(ZR6-O&RJ@8N=K0@X&Q\^Z,.H M(H]7,8;K2A!Z5X[_P +$TYI"(OB+B!<,T;JI0-DJ0. MAI^J>.K+2]0BT^7X@:I_$C0*+3^RHO-Q,=L;;?(SM)X)Z \% 'K_EKG.!F
ME\M5YQ7BMC\3M(OK6.8_$F\AD:".?R/L=L[8<1D*I2)@Y'G19V%L;QZUH:WX MPM=!A$ES\0-1(-M%>!8M.AE/DR.$C?"0G 9C@?0^E 'K&U>N*7:#Q@5X[>_$
M*QTW4GLKGX@W\4L199@UE;*8F#(JJ4,6]MQD4*5!!]>F>W3P[K<5R__ B^N_\ 0XWY_P"W2U_^-4G_ BVN' F<;__ M ,!+7_XU0!U58&I?&K?W\CKHA_Z<[O\ ]"@JI_PC&N]R!XQU_#/_P
!+7_XU6!J7A?7 MO^$TT4?\)C??\>MT<_8[4GK#Q_J_I^5 'I(HKEO^$7US_H<;_P#\!+7_ .-4 MC^&MI -+7E5GKE_>>-[[PM'XHUO\ M&SA%Q,[MZ=:B(1L$V,'\O!#EG4=\PR9
QSUI\,ZYC_D<+_]NEK_/&J .H:N.^'1X\2 M_P#8L/_2F\J]_PB^N_]#E?_P#@):_\:__!JN,LO#>M?\ M+DUB,>*[Y9%T&R9IOLMMN8&XN@%QY> !@GID[NO% 'KM%(^HZ_A0!ZBO-+7
MSKX-^/WA[QA:W\|7Q'U"Q2SG-M(;RSLERX0O@%8V&[:K?)G=\IXK7UCXF/X9 M\2:UINM>)=>TBTTBW@NKG5+NRL/LOE3.R0LK*I8[W1T VYRIX'!(![G2XKQ&
MQ^*WA_4/M1M/BA=7?V6W%U,(+"!RL7[LEN(>0/-CSC.W>N<9K+U3X^^$=-DD MA'Q5NKRY06[&WL[""9V6=H1&RA8?F!^T0GC/#@]Z8'T#17)P^'-?#.NC_F?^1JOL_P#7M;?_
!NC M_A]4_Z&J^_\|!K;_P#C=_ \|!K;_P#C=_ \|!K;_P"-TU-:-~
!NC M_A]4_Z&J^_\!K;_P#C=&;/!K; HW]N'{

7_&N8^)'BK1V*,%U2S9OMMEPLZD_P#'U%[U MO?\ "O\ PQ_T+FD_^ 47_P 37*_$SX?^&!X1<+X>TM%_^A^&"^&_| H Z9_P" E26^IZS<("/'FDQ-
M1FCFTH1R1[\;0Z-.&4G(X(!YH&>B^6 MO8#-.VCT'Y5YXMYK98?\5_HI!+CC34ZH,O\ \M_X1U].])J6I:QI-FMS>?$# M1;:W:(S+++IJJIC R7!,_(Y'/O0([YK&![J.X,2&>-
&C60J,A6*E@#Z$JO\ MWR*FV#T&/I7FSZQJ]O*B2>/-);<2-R:4"J84L=Y$V%^4$_-BKMNWB&\C=X/' M.DS(A569-+4@%L;02)^IR,>N10!W;+VP,4;1BO-[[6M6TZYM8+CQYI,4ETP6
M'=I0 D8C*J#YV"Q'(&D8!_| U4;1_D5YY->:W DSOX_T5$A<1RLVFH CGHK?O^#[&G-=ZVDY M@;Q[HHF5BAC.F]&# 9(QY_7'./2@#T *HZ8_*D\M>F!D=*\V77=1>21%^(V@
MDQQI*Y_L],*CDA&)_@,5('K@UE>(O'UWX4U:;3M1\=V4=W!:B]E5-!=Q'"= M^UF992!GRGP"G%+8ZOJ^H65M=P>/=)-O=2M#;R-I043.K%2$S-\W(.,=>U ' MI'E+Z?I2[5[?
E7GT=YKE4M;U[5_#>M M:;I>I>.]-M;W4"1;1OHI^?YE7KYV!EG51DC)8#O2]-\M<\X_*C:HSCBO-_[M8U<_P#">:3Y14.)_P"RQY1RQ4 /Y^TG((QG-.L]2UB_D"0?$#197,KPA5TU
M2?,3[Z?Z_P"\O<=1WH]&V*<^OTH517G%%EJFL:C#<2VVVCW2)8K><6KRKI8V> M:55@@;S\$X=>G@;0#1M7.<#\J\SU37-4T>$RW?Q!T9!
MYT=OM72P6\R1@J)@3YR2PX]Z>VK:RD+2+X]TB\'C_ $OR M]0>X2UD?2"JS-#)Y<@4F89(;@>O49%:BW6N3-&J>/M%9I)3 @&G)EI!U0?O^ M6Y"6C8#T$-FG9KR^V^V^V^V^V|0:C=37,4?
Q!T8M;R^3(QTQ0H<('*@^?@D*03CI4++$C MM_Q)O_MU._L'QE_T-EB/^X-_]NH ["N>U(_\5MHG_7I>?^A050_L/QE_T-EC M_P"";_[=6#J6B>,P^$PT15\4::&%>?O&T5B<$P\?\?
&..,?KF@#TQ:&KD%T M/QE_T-ECG_L#?_;J7^PO&1_YFNQ_\$W_-NH ZU8E'-/KCSH7C/''BRQ'_<& M_P#MU']A^,O^ALL?_!-_]NH Z]JX_P"&_P#S,W_8N/RH]5%%T__ ,%H_P#CM '?
9H##/6N"_L/QQT&OV('__P#']J!H?C@@=/ M$%B/^X:/_CU >UR=\W_!=#2!_U";S_'6U9O]B>-^^O:?_P""T"T?\ QZL_ M2;/Q!:_%%J:6QJ^H6=XG]D7FS[/9F%L^?:]3YC_@!0!Z=13?KUI?X]
%HHHH M*#110!YK\0/A[IWQ.U;5]#U-Y(H)M/LG,L*HS#R[MI@,,K*5+.,K*K*.,/5,1U\KL1:1Z\@1\\&#!U\m,#5Z_QI._!Bn|^jeOXb2AQ3.!([?~&k`ra
M9^(4T>]ZK9Z:UQID)B%U,L>_;++NQDC.-R_G6A_PL[PAV\3Z1_X&Q_XT[M < M#:_LN^'+.V@@BU/4 L4Z*>U:6O_TOQ#9 MZ=!=:UJK&STI](:;=$9;])D*[IF,9WL"0XZ#<
<5UB_$WP@>OB?2?_V/_&C M_A9WA!NGB?2,?]?L?^-(#SW4OV6]"UOQ+=ZYJ.NZU>7-PX8Q320F)0%E4*%\
MK[N)WX.>W;BNDU+X)Z1J6E^)M.EOM06TUR:.Y9()%B^QRQQ\LQ<=1U"XM+BUO;5%E\K? +M@TSJXC#%R1PS%CR1S76?\+-\ M(?\ 0SZ1_P"!L?\ C3O^%G>$1_S,^D??
^!L?^-'#WO[-6A7EBMJVJZDD>$+[M1#B1U:=M[#R^2PN95(Z'(.,\U;\6?LZ^&_&5R)KN::9\@9;;WM0MLR(NR&.YC3 MC:>UT^?]U.P(/6_1__+.\(?]#/I'_@;'_'_C1_PM#PAT_P"$GTC_
,#8_P#XJF!P MLG[,?AR>YE_M4'4MTT00;FB<1N)&D61=T9P0S=/NG'.6S8U+X_X6&HV'AW2V MU:\%AI/V@R$10^;<^=(LC D(%C&Y>L:J1D8*UV7_L[P@.?^$GTG_P-;_>$GTC I M?
^%G>$/^AGTC_P_P #8_\|&DT'F<%8_LQ> 'K?$G]M:@R$G\M_I_TB(G):NEZ9IS^IRW_ MMTN$2%V(T(EBC0R 9-P5C_3)_OOTN_EKLTATR7=6L_HR|5&]K+M;6NWBB|Cb* ?$ *Q2T
(#_F9]) \#8_\|:/^%G>$.MPD^D?^-S-@B.WCF62-$C4*$B5%&R- M5.U02">>36'=_LL^&[SQ-JNJLLMI]C&&B!C4>;L92(^&59F7T(^\#N;/H/_ M L[P?U_X2C2/_ V/_&@?
$[PA_T,^D?^!L?^-2!QVL? *T_X076M!T?5KG3I MM0^R'[4%4&,P2*ZE0@7:6(.3V)SVQ5"W_9ILGTF2VD\2:Q:--:1VSKIYABCC M($'F&,&-F"N;=/E9F &0*] ;XG>$?^AGTC_P-C_QI?\
A9WA';@^)M)_P"O]X'M2C_+,F\WS]M$-R[6P",X M-+-^S'XE31H1J[9$,R$^L1H^55,_P+U5L^ +M.\(?]#/I'_@;'_]Y 9MO:++%%%+E|Qo}F=
(]/^$FTG_P-C_QIJ36S PM)^"]AHJ:LMGK&I6O MJHZ?'8.T+QHT81"BRJ0G,H!^\V>@'0 5SC?LK>%6M5C:^U)[A7+_&LF'S2Q MCE3G]W@C]\6VD8RHR",@^@?\+,\(_P#0S:3_ _L?^-
+_P +,\(?]#/I/_@; M'_C4Z[@*Q[7 M]EOP[#]K<<^HW.K:MJ5[-26KDDC]V,'-G&,]<,WMCT%OB=X07_FS9 M])_9*#9_:7#F\[80U:\%'+|@,0_E8w+2&SEcQd;Pi^-)&F&A
M84EM1)%!%NC*Q##A+= &().6R3FJ=Q^S'H-Q9B*36=7>81-&+HO%Y@9IA-Y@ M_=X#AP"" ,8&.E=Z?B=X1'_,SZ1_X&Q_XTC?$_P?QGQ1I'_@;'_'_C2VU$;NEV
M3V%N(GN)+M@3^]FQN()) . .@./7CG)]JWUKF%^)WA]/$^DG_M]C_P :7_A9WA MOA#_ *&?V/ P-C_Q .FQ7/ZB/^**UT7_KTN__$*"H?\ A9WA#_H9](| M#8__
(JN>U+XF>$O^$TT5SXITD(+2[4Z;3+"JC:''?/2/?ZT >BK3JY=?B?0)/ Z M&?2/_ V/_&G?\|J^\?+|4I\M<^.#$DFYR&
&"%8)@<;8TXR"3; X6=X0_Z&?2/_ M -C_P#J3_A:'A!NGB?2/_ P-C_QIP <-C_P#BJ3)A:'A!NGB?2)(@P _T?]$ /^&_M8A/8B8\E-YGFH?B M=X0/^ T:1_X'X'1X/P_X5)W]^X_^
YZ@,O MYCUH]<6EKEU^)WA#_H:-'_ 8_Q/\P?A)+!|JMSN^&(4SD1
M9VI>1DX%U$2>OH#0!Z6^6N7'Q.\Q/I_A@ $B]_N_ |Y53\P_$I_S\QY!EHFBZ/7 O 5$UAQ_+5M7-E[f&Z5.mP+T]P>eTPM+Jd'
A9WA#_H9]|(_\#8__ (J@#YG_A9WA#_H9](| M#8_? _ *H_(S/\ -P1)P%H^!Gz0]_H-Z
Z8QBN5O<+\3M)'_4)O/_1UM4@^)GA+G_BJ='_\#8_\:Q+7Q7HW MB+XI:6FEZM9:B\>DW9<6MPDA4>=;=0#0!Z'1110 4444 %*M)10!YE\2[?5K MB\UM=#N+JWU(:?
9M&UE&KR,!1SG8@+9+8.E<=J7[3T5K+<1V>7;&*@>ffH =0=E~kxkg^R,8$fhfC(7xzR@eL=8WN9i@QaeG'X2B-4vXOUHbZDU2Ol5%3YrT~K[M<jf^mG8C5l:3&;AnddRG$.p)x=
|K,TQ+2-EV![;2".A-BV_:(#7 M%_'-HRVZV8OIIY)+K_56]NT*K(ZA"P,AG7"XX 8Y-4]%_:8A\36=K=6>G6]K M$UY:6LZW]^L3QK,JL9=NT_NQO"AB1N;(P,4;L.A)-
KGQBLM,FNAINE7MR\49 MCM5MC&8F(@+[F\]MVW?.O Y,8/<"KVO>*/B?8Z?X473?#UK?WMQ;2/JCJ-L, M,@3Y57TEDJ.^0?*B_TM MOF.XO-.M57>O[IW5MTY,:C,JD@.6VX
&>,M:\2QV.G0O-H&HW"165L"&DC6.\2/S69\$LZ6YV_*W.[&TJ:W]8_:4DT. M>[>Z\)WTFGV[W*BXMYD>23R9)HSB/@\O <<]&!]13H?VB);O24O[;PS(ZO"[
MEENT=2^VY\H!D5LJQM6!;@KO7*]<*S8B"W\8_%K^S6:X\,VYN?2L]K*J0H!\Y MD(GCYE^]MPRG[HY#$'&=#QEK7Q,;Q/?VNB:6D&DV[V;1WCQHS3+YT/GJN7Y_M=M-
P0#^[X.2*ZGX;_$^V^(4VIP0I!'-IYA#^1X,& QD,!_%\N2%R M >ZZ\'^5 'B?BSQ/\7;/Q-KL.A>'=-O=*A2(:9YY*O)C6/BO9W-CG2[2?SC$9Y(X@4W%("R;3/^[4%IP7&[F,?*<\R^++SXFIX
M+*:C8V:2^)!.TU_8V\0\E=UK-LB=3,,J)3$I;><'YL8&*]GH6D,\";Q)\7; MZ:YN'\-K:?8[QEMXE96$T!&TLR^:-Y498 ,_20,UKV^N?%2\U62UBL+.UM&.
MT7EW9<1C&58(+C+EAU'&PD#YN:]GI&S_)%,#PFX\2?&);^%+7P_IL$$EF\T MDEWOFVW'E96,!).%#[?KR!S6EK/BSXF6^E>$I-.\++/>W5L[:M'(4VVTFP;5 M!\P?Q'/?@$9!XKV0?
7]*"N: /%Y[SXF2ZWI.GW4$1T\7L9GOM/M0IDC#1,0V MZ8^6N#("<.3MQQG-%UXB^*MUJGB2&QT"SL[.VF5=-
FNXQ(;A!',";D9!"^T;=O7K1BE;6XCPW6/$GQ@L+B2"RT73;Y;>WN72X,+(+N1?/\ M*55$I\O.+<_,?XGY'&(9M4^+;::I:[K2WM@ETT$LT4"R031_Z:L;LAFW(N5LV M8J<_/W
(KWD"DVC_"*J_89X1K'BWXC^+/ACH6I:)I"VMUK"R2RK ,S6L9*F M!06D7EE)+2<[>!MYR%L_$GQ=U#^T8-2T>VT^*2:XAMVL(?-EC4;Q$=S2A?F& MT[QG!ZKSQ[L$"C@4?
3^5'2P'B[>(/BCI_P +=(G3O(KSQ?YZ07=JY7RT3:27 MR)#NS@#=D*0SPBSU;XN:+X>M(&L8]0O4BQY\ENKN[^5"4CD(G 'SM,&E&? MN#"\XI;/Q%\:KJ_:UNO#VCV=JLL:"^0F;;N,
(LTV-WW7B'+!A7NM M*?FIW$]3RG4->^(D:^&UMM(MV>XMHFU#,098YB4$BEO-_=JH+D$!\D >]5=/ MU+XF7'AF-]1MK:+4EU.S67[%;@"2T>&)I_D:4[2LCR+G=G$>
<'OZ_@+1Q_D4 M@/!O"VH?%[1]%*6%[965],K6\6HW5Q&V]8_)@+ABLC;GWM< N.,H#@ \^[Q MC]V#W^E/7BACSZT #*,5S^H#_BM-$'_3I=_^A05O?^A0 M4 ;^VE"XH!-+0 4444]
$8#TKD/AS]WQ+_V&[K^:UUY_SQ7(?#KIXE_[#EU_M-:0'6N-P(Q7FWPT@\81^*?%#^)&G;2WN"=($IBRD/F2\/LYW?=Q_L"//S;L^ MEGVHVBD
BJ,=*X>QQ_PN[6^/^9>L/_2F\KNLUPUCG_A=VN?]B[8?^E-Y3 [C M;2T@I:8"8KEOB2H_X11O^OVR_P#2J*NJKE?B4/\ BE7.?^7VR_P#2J*NJKE?B4/\ BE7.?^7VR_
$P/2C:/2EHHT 0J*38/2G44)M'I0%Q2 MTN*0#-MJ/^%H:-V_XE-Y_Z.M:ZZN2U#_DJ&C_/8)O/\ T=:T=:11130 M!1113L 444(F\0:IHMA;6=1;SQZ7!:2M.9[LPQ[OM$ M;*
K/V(X8YS@5Y#8_M-)>^&I-?@|=>+_ ++Y|<)_XENE!RSV!O1D?9NT0P?] MKCU->Q_M&:/8ZM=7HUR33T\-I86GVS[??Z,R-"-VX2 8P0$[6.ZA2PMB]_=QK+OB:%L(
,A1V4,1OPW6M(\O4'L9=O\ M'K4M1\/V^]V7C#QE=)-N.G%%5[EW8SU3UV.*T_XVWFK:'XFU8>.?% LM(TXZ MG)NM-'>6>V
D(81+;E@&$;$;P,@]N<8W_#33VVVNJ:397/C;QA#J&K6UK/:1KI M^DN)?/G:*.(2"WV[\AFV_>ZAFVS"Z">Q W;7X>^"=!D2\2O4*AFVY9^]>Q!GB4@?A!MS9DKM!ZMV@;X]QY5$[[D%7[RC^`3s{wea7
8]),'Y1P_61MR,XH]TCW MKGG%C^TM-:0L7970!ADNV><],3*[/XN_Z*/K__M (("Z;_|(E+]G\{7?]%(U_P#@9_ W2?|(-XS_N MZ%9_X$$?,=@b@\N>i/;\-R}
!NCW!^\8GV?Q= T4CQ!_P" NF__=)")1]G\{7?]|%(U_P#@IM4&#NC MO$SI#^lg3@ F}; X$3^?Z 1*2%e
QG_=T+_P(F\C=)_P@WC_WNNA M?^!Z2JP_/*FL-:WP!Q&XDIP%GuZIP] KS[tU%E/#IKSQ^Z[pT_H?M\%UDDIo|oV% 'vSPq1!;M
M@)IO_P B4?9_%W_ P@WC_ /W/Z/S/%#8TJqI0 MO_B; XW1> >|8?V?Q= _4G>}%&g:FGP5dQEE3 PxHR/Gh&^/^;/K_[^'_&M%=O6Y8U(Uz3VG^<)>T|>~'N-,$p
"';Q- |;I7@/WC#^S^+O^BD:_| ^ NF_P#R M)1]F\7]_9B1X@/_;IIO\|B5N_P#"#^,_[FA_^!$W_ P@WC_ /W/ZP#YX"Z;_ /(E'_W@ZW@SP#WB?$
%TW_Y$K<_X0;QG_M _P# "B_P%P 7\Y#_S\1^WJ_HW\V &ZEA_d*6g-Q/U2{f 7M7a8w+2-

]KR"##O'/!<_C;2Z >X-_P MEL;;3KGA\$=\/9 S_ ,@N;_^/FO%O%WPQU_QEXJ\ M0:I-H6N:>MZZB!;5-,>8)Y,*,LDCW62A,;_(.A(8,#TS)/V?7-G;QIH7BX7* M0Q0RSM-IO^D"-+1$\S;>
D#[(& ##F5^<<&!GN-CJ'B;4EN3;Z_H$@MYC!(? M[*GP' !*_P#'SSU%6)Y?%=G$TD^O^'8HU!8L^F3 #J2?M/:O-9/!-XVBZ9I M<'A/Q!&ECJ<.I*Q?3W^XBH4 -
[T901EMW#'OAJYFS^#MXMNZ77AG7Y)&AO;= M_-DTZXW12#RX%.^["_NHT@QA028^N"Y\-^*G.J333R?O]/8JTD,\8P&O M60!#<%DPH*[%Y/6O5_[7O@/29=-L?
WB(VC7,UQ'$9]."PB1R^Q!]KX4$\" M@#IOL7C3_H,:$/\ N$S?_)-"V/C/_H,:%_X*9O\ Y)J/_A-M7/\ S(GB#_P(MT[_Y+H_X335_^A$\0'_MXT[_ .2Z0$AM/&8_YB^A?^"J;_Y)H^Q^-/\ H,:%
M_P""J;_Y)J+_ (3;5LX_X0/Q /\ MXT[_P"2Z/\ A-M7[>!/$'_?_3O_)+H M ?\ 8_&?_08T+_P4S?\ R31]C\9_]!C0O_!3-_\ )-0MXXU9>6\!^(/_ (T M[_Y+IR^-M7[^ O$_P"WC3O_)+H E^Q^,\?
\A?0O_!3-_\ )-)]C\9_]!C0 MO_!3-_\ )-1_\)MJ_P#T(GB#_P "-._^2Z!XVU7./^$$U_/_%\:=_\ )= $ MOV+QG_T%]#_\%,W_,DT?8O&?_07T+_P4S?_"33/^$TU?\ Z$3Q!_W_-._M^2Z/^$UU?
_H0_$'_'_T[_Y+H D^P^,_^@OH?_@IF_\ DFD^P^,_^@OH?_@I MF_\ DFF_\)IJ_P#T(GB#_O\ Z=_\ETG_FVK_\ 0A^(/^_^G?\ R70!)A\ M9?\ 07T/_P %4W_R37/ZC9^,QXVT5?
[5T,DVEV=_]E3 *-T'&/M/).1Z=#6Y M_P)KJ__$(?B#_O_IW_,EUSVI>-=8_X3?0\>!=?P;2[!7S]/S]Z'G_(^L M?K^?8 Z/['XS_P"@QH1_[A,W_P DT[['XT_Z#&&A?^"F;_P"2:B_X3+5_^A$\
M0?\ ?_3O_DNE_P"$TU?_ *$/Q!_W_P!._P#DN@"7[%XS_P"@SH7_ (*9O_DF H,Z%_P""B;_Y*J+_ (3/5 \ H0_$'_'_ ?_$[_ .2Z/^$SU?\ Z$/Q M!_W_ -._P DN@ ^2Z '-8^,_\
H,Z%_P""F;_Y*KD^P^,_^@OH?_@I MF_\ DFM_\)5J_P#T(GB#_P "-._^2Z!*\-:K_P#TU_\ 6H_J<4N?^$S\5?\ 0AZT_P#@1I__ ,DT
7V\::QMY\!^(/^_^G?_)=)_PE?B;_ (*9O\ &\VW_P"2Z #^P_%G_0T6 M/_@I3_X8BCP*[_ *$/Q!_W_P!._P#DN@"'[%XS_P"@SH7_ (*9O_DF_\)2?\ M@@X?S_P!:)/
M_P"D['<')'7/!R@E@=@V!OQH?@\H M_P:2X_P D_H,Z%_P""F;_Y*KD^P^,_^@OH?_@I M_P+#J_\ D_GT8O&?_07T+_P4S?_"33/^$TU?\ Z$3Q!_W_-._M^2Z/^$UU?

MEM)]I82HS6RIYC%GE17C&T%@7R!D5J6/QUMM2\-P:]:^&M9FTN9TC$ZK <.S MB,(RB3XY./71I)Z]-;Z:]'V--3 M\2\W;R%D MMYEX>*16D#*ZG(((!]J?M(_L^MKD_4ZOU7ZXE[G-
R^CM?\ 'IZ:VTOH[OB5 M_<*_P#?=S_A1N^)7]SPK_WW<_X5C_$+XD:SIO@;7KB#0]2\.72V4HM]6O/L MIBM)BI$./"-C=/X1U=]7ABCCU*W184:&XV@L#&\BN@
M/WEW*,JP.,&CVD545-[M7''!5I826-BKPC)1>^C:NO*S]=][75^CW?$K^YX5 M_P"^[G_"C=\2O[GA7_ONY_PJ#Q%\0M4L_#^I3_\
",ZOI1CMI&%_.;7R[Z\'ZP=HHX*M/"SQD5>$6HORO>WRTMY.U]U?JMWQ*_N>%?^^[G_"C M=\2O[GA7_ONY_P *6_\ B%]%K8W$TWA36;*&.-F>X=K55B &2Y+2X '7GCBN
M(^#'QUU/QAX1M;>^T+4]8\0Z?$L.H36\<$7V@_P7*QEU_=S* ZL%VG)V]*'4 MC&:IO=_H%/!5JN&J8N"O>_P!J]GM:VEGKNUW.VW?$K^YX5_[^7/\ A2AO MB4?X/"O_ '\N?
FG^(&H6\,DLG@W6HHT4LTCFV"J .23YW %>>?!'XZ:OXM M\)PV>J:)J6M>(K$%+JZMX[>$7D>XB[2,NO[N10"&4;,[@I.*)5(QF];W=_P
M'3P5:MAJF+@KQIN*>_VKV?:VEGKNU\N[+?$OLGA7_OY<_P"%9VDOXI_X6EIJ M^(8]'"_V3=F)M->8M_KK;(;>,8Z5M-X\U*-69O!6N!0,DG[.,?\ D6O*?@?\ M6M1^(GCBTLM7LKJ/5-
/T[4%:^FA2**]M_M4 AN(MIPRLHQN4%2R/@D"B52,9 MQ@]W?\!4L%6K8>KBH*\:;C?_ +>O9^FEGZKSM[#XX^&GAWXD1V$/B6P.JVEE M+Y\=E+/(+=WXP98E8++C' <,!D\AB
MIR="$&TKNRFW[EELFWOU<>8]7HHHKM/F0HHHQF@#Q/XP?"V;QUXDU)]!N9-" M\2R:=:0C5[2ZDMG6$SR"4/Y?^M_=[MJN" V#QBO,[C]G#XEZY+9CQ+XG_P"$
MB.GN_P!DEN;S]U'B+"2"$1!?-\T!PS%BH(&202?8?BQXXN/AU=ZGJ]K"D_D M:7:JLB/)CSKYH2VQ 68J'+;5&3MQ7+:!\;/'6O7EM8KX/N+*ZD@M'E:[L)DB M@:1X@YW_
,:A9&;'RD;"".":R]A3;YN7^O38]6&:8VG2]E&HTEHNZ79/=+R3 M2,C5/@C\0M>\2)]]YXB2UU&WA6UM]2TPK;W1B$N?WDBH-^$+'8RLF3T[UB>- MOV=?B;XLL[RWO_&-
QXAB\^X%K#?78AC2,I(+>0K'&$9U/E%LQY!!*,O?I;C] MH;Q:E[8VL7A6X>XNKZ:VBBGL)XI9TC%KE@@W",9N'&]FV#RNO.*BL_C=\3+J
MPM=1N?!J6<3V]XQMWM;MG2>-8#'&^$RIRTPSM*MY8P1GA.C3E+G:_KS6S%3S M3&TJ:I0JM):+NEV4MTO)-+[S8^(G[/V]>.O'M[XFMO$-QHEY;:3':Z5-9S21 MRK<*)C^\
(./*W/&2N#NV]0.#G>$_V?M;GUC3[WQ_?W7C5# LCV]YJ)^SVESO MD9_W*1QK,I!C4;QU5OE QMZ[QC\9-0TWX?V6M:#HUYK&IR7"6LEG%82.4EVY M='"G,>"-N?FPWRGN1@>-
/BG\0M-TW58X?#IBDD>:*RN;>TFG9"&N4B!0*,/%F MG7WB'6$@%I>.RZGI,PM[R.V/V@B.!UB#(IS:!D=G#;7Z?Q8WB;]DNYUJZU&. M3Q3JVK6UW/;LW]L7*LA3+F8O%"D2N?
N;0>,\GI7TM;_=YSG'>I./K3E0IR=Y M1_X/KW%1S3&X>FJ=.HTEMWC_(7O'SY6KGSRO[.]Y?\ BS2KK4+FY7^SI;LC M7H=5F6^DB8 6Z* (RF$W;3M;R^00Q%97B3X#?$?
7M*^R7GC:]UR)H%+6NI7 M(%N9=B[]R111^:N_?A9-RD8RIKZ;I<42H4YOFDO^#Z]_F%'-,;AX*G3J-);= MX_X7O'_MUH^;/$WP3^('C.33VO\ Q!&@TQ?]"DMA':R0L$M\%'CCWHI*W
8* MXR/+]*IV_P ?B!?:$^G:UXMU'4M/M[0I;Z7+J2B&>=44()3';HS0DY.QB?N M@'./'>D//M1*A3F[R7_!]>_S"CFF,P\%3IU&DMNKC_A;UBWWC8^=->^# M/CGQ-
X3T:RO[[3_[2TNT\NVDM@+9;:8+=*LL+1H)(V ^Q@!'485P<]YM8^ _ MC76?"T=E>?$#7-5G-I.);2[NHH;>2? $;RH0[1]=P=F!P,AAD'Z&5?>D9>: M[BWK%^<;,^9]>^"?COQ%H-
OH-Y-IPT MRQ5AI8A,49L #,J8:.!6601M"]M&4 VMD$9W-U3X%>--(\,WUI%XMUO4M'M8 M6-OHD5VB><@6;$1,44;OTMQM+X;]X&R"!7TW12G0ISW7]?]%'-,90CRPJ.V^
MNMF]VKWY7YJS/FGP[\-_$WCKX+^$M&U&$Z>UC?N;B"XLULFA@#.L;6X5%:)H MU8;6 4ML.(9=MT\4\4VH(,69FP LJP"8R&#J604L MTQE%-1J/5WUUU>\E>]I?WE9^9\WR?
WQ9=^ ;[PEH+I:NCQ6$FLEOLX!<%6F$/G/D> M7@^9D9;YCQ7U21[T@&*XOC[&=[DDR*26&2U= M!JWP1\90WEVGA_QMKUAHCH!#8S:B'(V?
N_.,;3A<&49\S[MVT^6G3R%2S3&4>:U1OF=W?WM?YO>O[W][?S/FZ/X-^.[+P'=^#[M=-%DT:\ED\W[00SNADW;Y,Q'=*1@;]V04# Y/&7)\"OBI'=W5I!XVU&V\-QS
MXLM/@U5F=83#<(P:62-I& 8VQ W<*9 /F"-7U/12=&G))\]_,^:['X'^.-/\/WOAVSO-*M=#OIYFO89$2X-TK+.% M+&2%F9B/LH=I"[-M8@@8!U9?@WXEDT;3X]$\5>)]"C@N)
(IM+&IJ8%01R)OA M>2)Y0ADV$)OP$)VA2%Q] ?C3=M)T*TKJ_ MGOYG@>C?!GQ/H=O=Z%:WELGA^^M8X]0FF9+FXOY6>W^T2RF2(EW:,729T;YM7S>\F^[4KJ_GNCYRM?@UXZ
M\.VNK6.@7.G16NHPS># M=3CMM.\7^(XO"S2&(6>G7L321[Y5",OFPN(T1"Q9$V@!1MYR#]*_0T4G0IV2 MMM\@AFF-A*4_:-N6]_>3:V;4KIM='NNARWA+XW\C M7-
S>G!&9I')9^"< \#) '%<'??!6RTKQ9I-IX;\2>(?"6GR6MTPL=*NHG@B MP83MM=.Z=NFFG0@\'_#O1/!4=V;&&:YO;W'VS4=0G>YNKK ('F2 MN2Q R<+PJY. *YYO@?9:=(P\,^)O$?
@VR<[FT[1KJ)K7=ZI'<12B+_=BV+[5 MZ110Z--I*VWR".:8R,Y5/:-N5KW]Y.VUT[IVZ76G0YCP?\.M(\%M=SVWVJ^U
M.]"B\U34KAKBZN=NCT4.C3:4;;!',\9&I*K[1MRM>^J=MKIW3MTTT MZ6.2\(?#+1O!MY/J,1NM5URX3RKC6=6G-Q=RIG.S>>$3(!V(%7@<5Y_X0^$M MO<7?B6XT/Q'K_@\-
K5TLEMH=Q$+=_F!SY,T4B(W/)15)[YKVP]*X_P"'7W?$ MO_8;NOYK1["G91Y=@CFF-C4E5]HVY;WU32V33NK+HK670=X2^&.D>$KV74UE MOM8UV:/RIM8U>Y:XNF3.=BDX6-
,@'9&JKD XKS'PC^S[JVD^*O%.HKXKU;PU M;ZI?27EO#H-VA6,/([,C)/"\9R2'W*H8;RN<*,^^+1M':CV-.W+8(YIC(U75 M]HVWH[ZII;)IZ-+HK670Y#PC\+])*ZE)JSW&H:YKTD9A?6-
8N3/<;"02B# M2)20,K&J@X!(S7G]U\+;*Z^.7B!]#U;5?!LTVC6=W<2:!)%&+B1[BZ#M)'+' M)&2=BG=M#9R<\G/N XKA;$9^.&N_]B[I_P#Z4WE'L:?+RV!9IC%%I4)YZ=7VCNU9W
MU3716>EET5K+HB7PM*-)\/:PFM7=UJ/B77XU9(]6URX$\T*L,,L2A5CB!'7 MRT7.>2&1'B9_]O9N]Z[V MBCV%/EY>7^O7N/\ M3&^T=7VKNU;RM_+R[DW'EBXS/$@,L3!HI&
QAF0L-HP<<5Z]7)?%+_D4&_Z_K+_T]BH]C3Y> M7E_KOZ^8O[3QGM?;>T=[6\N7^6VW+_=M;R*?AOX2Z9H^L0:SJ.I:MXIUNWR+ M>_URY$IMP05/E1(J11G!
(+*@8@D$FG>)/A+I6N:Q+K-A?:GX6UV8 3:EH-R(M7G &!YL;*T4I X!D1B!T(KM4P13J/8T^7EMI_6OKYA_:F,]K[;VCO:WE;^6V
MW+_=M;R.#T7X.Z79ZO;:MK6J:QXQU.S<26D^OW*RK:L/XXH8T2)7_P!O9N]Z MG\3?";2/$&L2:U9W6H^&?$$@59=6T*X$$TRJ,!9596CF '3S$;&.,5VM%'L* M?
+R\O]>O1P6C_!W3;75K;5-;UC6O&-_: M.)+237KI7CMG'1T@B2.+>.SE"P[$5>\6?"_2/%6I+JT<^H:#KZ1B)-8T:Y,% MQL!)"N,%)5&3A94<#)P*Z^BCV-
/EY;">:8QU56]H[I6716[66EGU5K/JC@-+ M^#>GQZG;:AKVMZYXRNK.19;3^W;I&AMW4Y#K#"D<18'!#LC,,<$5I>+OAAHW MB[4(]4+WNBZ]%'Y46LZ/<&VNE3.0C$965
23LD5UR3Q76T4>QI\O+8'FF,=5 M5O:--:*VB2ZI):6?56L^IYY9_!6PFOK>Y\1>(-?\:"V=98+;7+F,VT*ZVBCV%.SCR[A+-,:ZD:OM&G'16T23W22LK/JK6?4\YA^"-C>7$4GB7Q
M%XA\:00L'CLM;NHQ:A@,OASI'C:2UN;K[58ZK9AA: M:MIMPUO=V^<9"NO53@91@RG'*FNHHH5&FDXVW"6:8R52-7VC3C>UM$K[V2LE M?KIKU/.%^"%EJ,B#Q-XF\1^,[-
#N73]9NHEM=WJ\5O%$LO\ NR;E]JZ'QA\. MM$\;?99;^&:#4+//V34]/G>VN[;/7RY4(8 X&5Y5L#(-=-10J--)KEW^82S3 M&2J1J>T:<;VM[J5]]I)62OULM>IYJ?@;:::F!#XE\5>)?
&&G#DZ;J]U"MLY_Z: M);Q1>:/]F0LOM4?CGP#HWC#Q]H%I>P26YM-+NWL[JQF:VGM'$EL T4B$,N 2 M,=".""".*]--ZE?>R5 MDK]=->IS_P#PH^'40(?
$'C'Q7XHTW^+3=0O8HK>3VD%O%$TB_P"R[%3W!KT: MUM8;&UAMK:&.WMX4$<<,2A410,!5 X XP*EHJH4X4_A1CB<=B,6E&M*Z6R5 MDEW:2LKOJ[784445J<(48R***
/._''BW3_ NK:MK&IV[W=M!IUKB&(QB21S M/*%5/,95+$D8&&=6\+^)$M]0L-2\$Q))';W<5U-X9$(XDDA@^9K@?.&BD51U '%&G4# MJ[/]HC1+ZWM+]?
#&OJMTEP;666SC4S*D(F&PF3YO-0911R=IR!M)"6O[2_AS M4=HL=.U*\:9HHK;R/L[KTUO#UY-) ;_P) M930OCR;KP\D;_OHHV+!3 %(Z"A#T--/VA-(L;>]_P")#K%Q#9PK/-
<6=M&80S%" M4+EU"L%D#DMA=H8[B017K%E/%]%K%<1D&*50ZD$'(/(Y%>.ZEH>CR>3-J.L_ M#\F^9K2-KK0DS<&.3:T2EKGYMKX!4=#5O5?
B%)X>M8PWCOPNX^U1V"6]MIS, MXD9XX]H47?\ "9HB?0,#W%*W<1Z[M"=*=^->4W?CB[L;;2KF;QYX9^R:HSBT MNDTQVADV(SL1(+K;@*I.%)0CN M0S"[P.(S^)'K3
]=_&@9KS+_(2B]6YCMSX_*"X>585A^PG>TC*650/M>ZW>%&,')/<>M 'K M>?>BO)=9^(.H:+H\NI'QEX=OH(XY)2MGIS.S+&KLQ4?;.?N,..]4_P#A;$O]
ML3Z>/"AS=;HKW$W]FL(8=WG?*SF\P&7[/+N'48Y[X /9ON^U%>;:=XJO]8O M(+.R\?>$[N[G1I(K>"R+R2*I8,547F2 58$CIM/I53_A/V\N-S\2?!HCDC:5 M'-J=K(-^6!^V8*_NY.1_<;T-
'JE%>)M\8C_,)0FAIXX\/33.L6VZATIW@+ MR2/&D09;PDONBDS@87;\Q!(!U$^(PD>%%^)?@MY)G$<:+:Y9V)0 ?;,G_61 M_P#?:^HR >L45YK>>*
[[3;JYMKOX@^$K2YMMOGPS611XMVW;N!O,KG%+F";)26&R+*5 4E@1><@!T)(Z!E]: /4Z3=7E$GQ%, M-LEQ)\2O!J0R$JC&T.'((!"_Z9\QRR]/[R^HJ:3QX\)D$OQ)\&1&,*S[K7&T M-
@J3_IG&=RX]'_+)IDQ@N;A](E6-' MVJWWC=8QAEY[YJ*?QY+;QSRM\1O"&V!5:0?8SE0V-N1]LXSD8]76EZ3>S>.O#.FKJEFE_;P7^G-#*T+H&#;3>=@><9 P:23X@S1^6L7 MQ"\
(W+R, J16F6(+["P'VSD!LCCN".M,#U9NE(,UY3#\1TNHII8?B?X)E2%0 MTA2 ,$!9%!)%YQS)&/JZCN*9I_Q*.K/(MK\0_"K!;E;17;3F59965&58R;O# MY$B8VBVYSN%
(#UNBO.!XGU$:7;:D?'7A;^SKIQ'!=G3W$4K$X"J_VO#$G@8/-" M^)-4FALIH_''AAXKZ0PVK+ISD3R#.53_ $OYB,'@<\&@#T;K1M%>4:7\0;C5
MM.L+R'Q[X72.]"^4DNGLK[F"'81]LX<>9'E>N77U&96\>2+'YI^)'@U8^ID- MK\O1&Z_;/26(_21/[PR >IT5YIJ'BK4-)N((;WQ[X5M9+B'[1$)M/9-T>"=X MS=\C)SWVGT.$L?
%&KZI#I\UAXQ\/ZC#?7+VD$UII,LD;2*CNPW+=D?=C?GV M'K0!Z97/ZE_R.VB?]>=Y_P"A05@>&-0\2^+M!L=8TWQ)I$EC>Q+-"[:),I93 MT.#=9%4]2TGQE_PFFB_\5%HX?
[+=X_XDTN,;H<@_Z5]._P"?8]*&:6N4_LK MQG_T,6C#_N"R_P#R52_V5XR_Z&+1O_!++__)5 '545RO]E^,O\ H8=&_P#! M++_\E4?V5XR_Z&'1O_!-+__)5 '4FN/^'/W?$O_
&'+K^:U,VE>,O\ H8M& M_P#!++_\E5RGP_TSQ:W_ D0BU[1T']LW(?=I$K9;*Y(_P!*&![<_6@#U7[M M&YTR4P7BOH4Z^3 M('==IS==?D+8_NLIZ,,@'J72N%T__DN&N_\ 8NZ?_P"E-
Y6A_9?C/'_(Q:-_MX)9?_DJN)L]-\6_\+DUE1KFD"Y_L&Q+2?V1+M*_:+O V_:>"#NYSSGH,<@'L M%%G>,=:\0:)K$33 M:=?Z-
#!,B.48J9)NC#D$=01T(KF5^!'PY\2:;'/:1^;IU[UTNQ\2Z[:W$4]G))??\(CJ#.8[:TB@2-,I^[&Z M-I,J>KD<\DI@>LZU\"? $W]H2W]L\8U2*"RNV-VZ"X5#&(5;D E6C7;WRS#^
M(@TKG]FGP'-9V$$-J\5O8QS);0O+YB)YAE)SGYL#SG&T,!C:#]T8\STSP:MK MJDT]S\0/%U[:?NS;6DGAC4 L!26(C#;,G]S!'&?4EWZO@8FI^ ;W3_$F@'2;
MW6+KPM!N:X$V@ZBAC9DAC8J!%N',;R?(PRS$' Y)J![W+\#]$O='*Z4]Q<' M3-#LGLC!&P'VM6\K=YK=2"8@3CDECSZT[#]FOPCIDWFVSZE'*US]IDD^UDF9 MMT#C?D?-
AK:$Y/)*G<3N;,O@+QKI'A'PIIVCW$^L:E-:QB(W4?AB_A$F#P=@ MA(!QC)SR03WKH%^+7A\@?NM%[?0)%NGTV&: MYF$8G*9^T)*DJX4 *A69P%4 #(QC%23?!/0+C0WTUI;\&2_?
4I;Q;G%Q).\3 M0NS-C',;%, 8P?7FM ?%G07W8AUPX&3_,4_J'_QBD'Q9\/]HM;/_*W-W;W?E!E.#"S-&NXKNP-Q&2=Q7"YV@"KL?P2T"W M\)VOAZ!KFVLK6X2YMY(&1)(W0 (_X6UX?
Z>7K?_A/W_\ M\8I/^%M>'U_Y9:X?^Y?U#_XQ1<##A_9T\(6]O-;1PW263Q- EK]H/EPHR.K* MG<9#L3DGDYI&_9T\)27$\LJ7TGF2;U1KM]L0S<':H[#-W.><\O[#&ZOQ>\/- MTCUO_P

!TS_)^=8_\ !S>?_':Z>B@#ES\.]-/_ M "]:Q_X.KS_X[7?$[P#I\/A%F2YU;?]ML@"VKW;?\O46>LGIW_*O4ZY'XH M_P#"(G_K^LO_ $]AH F'P_TQN3Z9_S\ZQ_X.KS_P".MUTL;\4Z@#F/^%>;7_P_&L?^#]\_^.T?!*\TS_GYUC_P=7G_ ,=KJ-M&V@#E M_P#A7FE_\,L?^#]\ | CM'_ KS2_| GYUC_P '5Y_\=KJ\&EVT ?_ !VC_A7FF?\ /SK' @ZO/_CM=1MI* .8_P"%>;7'_,_. ML?\ @ZO/_CM'_"O-+_Y^-7_!'5Y_\=KIZ* .8_X5YI?_ #\ZQC_L-7G_ ,=H M_P"%=Z5_S\ZQ_P"#]\_^.UTJ&* .8_X5WI7_ #\ZQ_X.KS_X[2CX=Z4/^7G6 M/_!U>?\ QVNFHH&+31?BMI4C>R%M'0% M*W5]-<4_%UI<@2.V#QVKT+'K7*:A_R4|2?7^RKQ_P!'6U 6.LZ44WZ\TZ@0 M4444 %%(*6B@#S7QAXVF\(_$(!!L.F7-7RD8]D|(<]C!U@"*^?M3_ &;=1U2'4B+>;3S-I-]8V5A!H-S) M;V+SSRR*B,UMN6-5D S'L)Y&W;@5K%1:U(DWT/KJ/XR7O+/X5N$3'#?;H# 6 MGCXP7;MN'A:[,8/S-]KM\@9Y.- I[_XU\NR? V!L->L;]WT9=:TNUG23^S-2 MT&ZBBL:-\&|2\(3Z?/+>W%ZEU)) M9%V(+Q%N%E>*;9;(V)$4QL3YAP>I'RUHXP6S)3?4^FD^,EZS$'PM/O(RJK?0 M'/(_VO3/KT]\B5_C%=*A(\+7A?\ A'VN#';Z=%?(GBK]G_6?$?]I-;:-#HM MQ=+:*(;RUTO4#-:1-IIM%LDQ:KB#>2_I@_\6>%;A/^WV#';' M.X5$/C%J.XJ/""+K^_G@N=1L=1T6^CL MYY(X+F!2%^SM@(LL&W*GE&/!(-;W@'X(:IX)\"7]P8/$E_'J5R M/^$=O)/L\T3UKHUUING]EZU]?J'N__ (W5G_"+ZQ_WW:_\ Q^N/_MEO^@9K7_@GN_\ XU1 ;+?] S6O_!/=_P#Q MJCD@%Y'7?]+:/_0KZQ_WW:_ !^G?\+:/_0KZQ_WW:_ !^N/_MIO^@9K7_@ MFN_ (U1 ;3?] S6_P#P37?_ ,:HY8#O(Z_%H]O"VL?]]VO_P ?I/\ A;1_ MZ%?6/^^[7_X]7(_VVW_0-UK_ ,$UW_\ &]/!:_ H&:U_X)KO_P"-4O?O3_P#A;' 4L:0_WW:_ 'ZY'^VG_P@ M9K7_ ()O_XU2?VPW_0,UK_P37?_ ,:I\?AG'O4=K\6KQM_VGPJ[$?3;Y%S;OGUSEUQV]:Y;^V& Z!FM?^":[_P#C M5']L- T#-:_\$]W_ /&Z.6 N9LZRW++=QY*FX*:FDO=(IK9U'1R95_E4@^+ M9/\ S*VL?]]VO_Q^'N/]98?\PS6O_!/=_\ QJC^VF_Z!>M?^":[_P#C US6\6KKY/LW4Z7Y<^?SBW3]L2-D_E4Q^+15L#POK##UWVO\ !>KCO[:; M_H%ZU_X)O\ ^-T?VT?^G7K7_@GN_P#W1R0"\CL/^%MG_H5M8_[IM?_(_0 M/BTW_0KZQ_WW:_\ Q^N0_MIO^@9K7_@GN_\ XU1_;3?] S6O_!/=_P#QJCE@ M%Y'8?\+:/_0KZQ_WW:_ !^C_A;3?]"MK' ?=K_\?KCO]9;_ *!>M_\ @FN_ M_C5']M-_T"]; P#!-=_ !]ERQ"\CK_^%N-N/_%+:OC"[RUZ_\ ?[Z5AW7Q M*U.?Q!I=^/"-[LMX+F*0?:[? WF(K@[^<[@GCCK6;_;3#_F&:U,X)KO_P"- M4#6CU_LO6C_W!IO _-T%-06 ?<=+BW9VYI]7 ', ?1] M3_9W?\BMK' ?=K_P#']Y#^%V6_Z!>M#_N#W?_QNE_ME_P#H&:U_X)IO_P"- M4^2 79V" "VC_P!"OK' 'W:_P#Q^D_X6T?^A7UC_ONU_P#C]G&>_6L/PCXJ\U30VUH7/A6*?>IRW<3)=0$[*\]1OX(/UXZ=[_P#;38_Y M!FM?^":Z_P#C=)_;+?\ 0.UK_P $]W_\:HY8BYI'66_Q:F\E3-X5U1)>=RQ3 M6SJ.>Q.HS^5/_P"%M'OX7U@?!#M?_CU[_^-TO]L'_H M&:W_ .":[_\ C='+'N5>1TS_ !:OO/Q'X3OO(R/WDEU ']_E#G>^:6X^+5QY M>8/"NI-+G[LT]NBX[\B1OY5RO]M-_P! S6O_ 3W?_OND_M=B?\ D&:U_P"" M>[_ ^-T[_^-TIUH=], MUK_P3W?_ ;IXZ_P#C='!M M'_H&:U_X)IK_ .-T(I[Q1\1+2ZET2?3;2#3KF'S99XGRS2P%1A6)ZO%WQUKF"VB.NEZT1_MV!/K_P"-UM^!/$%O=>*OL @OK>Z^SM,([JRF@R@902"ZC."R_G6;C%;%*YZK M0*1<\Y_"C=618M%)NHI@+112K2 \2^/_ /PETVGZ[:^]+X:;X]N+73(\6ZQ& MQAC-^1. ^V3@A8BY/?'3G%>5Z#\0?CSI6HZU]NH>'AM_&C^P=-UB?6=:T/2=92TATVV5M6@CD2W2XOO) MD<%U.W"L&/KL&:\O\9?$CX>:'>0K8_#WPM<6T>H36\\C6UC\T4:7&3V\IF:% M2F_AU\QI.S:L4GI8[WP%XO\B8WBJSLM=TNQ@\/"8V\EP7WW)4PS/YQD\W& MZ1)MV9_>CGY:Y70?B-\7H=`T/2+SP_(]^Z&._P!0NECS),UR5:.\^*7PZ-S]D&I_#71-OC3;W'A7[;I?FQ11II]VUQ&N)06L1)/*/M.5=;S#_.'\ MKA5WUZA\)?B)XW\5>%Y=0U[2-'M+X;]U@;>.I,2B"$^3-< X?=NE25D3C*%? MF/4^;/\ %#X8;HUC^&&C.\F\%5+.Q)>13*N4_O1$PL/.'R99>>N-SQG'X>\(_M>++5+KX=^&(])33:7:Q:5;RS&8^:1&K8 "PMS@Y+#IBBV@_I>*+%ZSTM_M\3:UHX75K)=2D&E:?)>HI?DIITK)NC&T;&N?+7\.DELG;M!]TGQ ^+=M?0RW MFA6DCMV.C.0!37\0>!K75K:ROOAAHVF2 M2W$=K(DFGVA6)W;"L6 ^:.5X /WAG R1DZ;X_P# T2:)9:G(*=)36+]82RPZ M?9^5M>.%S(&(':;.P\X5O3D4&*Q#X+ ^(7QZ\.Z1X*T?5O#VFZF)/L\.I:U=N M[S1(88E:S%C=B9 QF4R?=)5>!FO=?A7XNUCQ)X::[\36D.E:BES-#Y(!C5XU M?$+PQ:ZU;>!O#\.M=1_PI_P(O3P5X=_\%4'_P 15-IZV Z;^T+0_P#+S#_WV/\ &E^W M6O\ S\P_]_!_C7+_ /"GO O?P7X=_P#!5[\12_!*=\"_P#0E>'?_!5!_P#$ M5('3 ;[3_GYA_P"_@_OI/MUI_P _/\ W\'^-'Q&UI=EHQI5OM8AH<$_)U&3C_M 'C0!Z/!OMO^?B'_+[^-'JH6W_#\0_P#?8KF!\'_G_0D^'?_ 50?_$4 M[_A3_/_*$9P[_X*H/_(B@#1_[2M?^?B+_+[^-'HVO_#\1?][C_&N8 M_P"%/^_^A)\,_]@&_^H_X4_X#_Z$GP[_.]#_XB@#IO[0M?^?B'_OL4 MBZA:G_EXA_[[%O@GPZ?^X3!_P#$5RGP_P#A3X)G_P"$B,O@[0)# M'K-S&A?3(#M4%<*/EX]*/4?MUI_P_$/\ W\%)_:%KVN8?^^Q_C7,R?"'P M,_\ S)?ATGWT]#_XBO.?AQIO@[QMXI\2Z9-\/_#%K#I,YA@E33H6%X@DD0RI MF(?*#'M,,_.KCH 6 /;1?VS?\O$/_?8H^W6O_/Q#_P!]BN9'P@\!_P#0D^'? M_!5!_P#$5QEG*_!;?&+6+0^$-!-JF@\VJPG3(=BNUQ=@L%VX!(51GV'I0!Z MS\INM1_R\0_!?P2XTO\:%]O_+Q#_P!C_&N8_X5#X$_Z$KP[_X*H\O_H2O#O_Q_@_P#B*_(2;4;4]+B*_OL4GV^T/_+Q#_W\'^-CP1QID$ZPEG,G5LL&VCL]8.KK/XF?#&6WTB:Z^&&C63ZE)$L5N^GVK2 MF.2.%TD4!<$8N$R"01[TU=@?3G]H6O\ S\P_]C_ !I%U*U+8^T0C_@8KP?P M;/X+\::]9:<_PN\/Z9]HM);E'NK2T9QM2VD4!50YREU&3@\8(KF-%^)7PSO= M/74-1^&>E6MDEL+B;4/[(M61%'V7S&9 "P5?MD1SSP&/;-&H'U!_:%K_ ,_$ M/_?8_P :/M]IWN8?^^Q_C7R[=>//4L]LMM\+M&5T=FNK5M,LWN51(9'=/+7 ME'R.\7,,AQ'_QS\-EG=:<0+8#4Q.-*M%8+5.X24*P!*LJ!\CLRC& M:+)+!]7P?TVSNU(M"1_8;)U;YXE)+ 84#SD/XXZUK_\"1>!;B]>V'PMT.W*3P1^9>6=I&GEO<_9 MFN>.^ #Z)_M"U_Y^8?^^O1_:-L_P _/\ W\'^-?.'C3Q=!-?" MOB#6/#]_#?2WUJQA:1-NB6[0L1$9OO84?ZL,Y&1PI'6HEUWPA#XPL--E^&/A MT6-Q>3Z=+)#86KR1RK>QVL;D;!A6+[BOW@"",C]@/I7^TK3_)^8?^^O_C2? MVE:Y)^T0X_WQ7S9>WGA_1_%VKZ:=_#+P[>Q?;3:=:\VNDVR)M$0W-*QV\EV M.-HP,!IH88=/^&_AV:^O)D6SCFTRW3S0:B*,H %/S;9<&G"YOZX&@ M#ZG_+0M2^?F'_OL4G]H6O\ S\P_]C_ !KYA;XD?#6.2[A?6ZG6LMI:K<7!MDTZT58R=F5Y7YAAC\R@\JPQG%>VZ=\+? 6H:?;74?@OP[MGC608TJ#H1D?P4 M =C_ &A:?_/_?P5RUU<0S_ !0TKRI(Y#_9%WG8P./WUM2_!*=\"C_F2O#OM_@]@_P#B*RM+\#^'_ "OQ1T^71=!TS1WFTB\$C6%I' 7 FML;M@&?QI@>BTFV MEHH 3;12T4[@%%%%2!S:PQW'CO4(Y461&TRWRK $']I-VK:_L>R96!MH2K8RM/+&#CIGZ5S5]UMH_CJZFN!B.WB>QM(5:5MH.CSRJB^!8@ =R15S3?'FA:U M' UC]IG<+-&)8S',#00LRAAZ@LK >ZGTH TKWPI!=^A2YL;>=?-CG(>,',D: MAT7ZJRA@>Q%6VLX)AF2)'I?,H],?RKEKCXG>'[31+G5GU!!8V\L,#R['/[R4 M1F-0NW)+"6/ /WA[UK0^)M/N;>&:.[C83+&Z+R'PY4*2O49W#]_] &@NGVB MLI6WC!5=BD(,A?0>U/:UA;[Z*W&.1FL6T)9:/?:I=:?#]=N]U:QI-*@<<*V[M!ST_@:\]U+24;>Z8)!=Q2L5W!58$E?7Z4 226-K*P9X49@00S*"01T-(UA;/ MM#0QL%(*Y4<$=*"F!?N?TIV']: &0V\5N@2)%C0=%45)FF_/\ WOTH^?UH M =1N]_TIOS_WOTH^?^]^E "ECZY_"C=ZTGS_-[]*/G_ +WZ4 .R/6C(]:,\ M_P#>_2CY_7]* '9HS3/WGK1^\|: 'YHR*9^\|:7Y_P"]^E #J,TWY_[WZ4?/M_>_2@!V:,TWY_P"]^E'S_P!]* '9HR*\_]]!*/G_O?I0 N13:7Y_6CY_7]* %[5SFJ-CQDC(Z=+S_T M**NA_U_2N=U3?!\)QH1W?\NEWV_P!]"@#!:,TP;_7]*7Y_6@!V:,TWY_6C MY_6@!3@]ZX_X=?\,R_]ARZ_FM=:RLW>N0^'(?!_XJ7?YL?!_$[NNWNM_'9TQ M+>-22]J!IA^/!30S,HZY_"L?2O%FEZ]>75KI]_;WD!]Q2=(OOB8.Z$-CH=T M;CGNIH VSQ7"V+?\7NUO/_0O6'_I3>5V^'7H:X2Q\S_A>&N9/_,NZ?V_Z>;R M@#ON**C&_P!>/I1M8GK0^N5^)V/'^$3;_K]LO_2]*NH^?UQ^%OUIW]FVK%&-O&?2IRIVCCMQ^0_*N> M\-?$#1/%$,A\O3AE&X#)'SG'H:V(;L)6I4OK=B;%"R [F M[@<|>10(M+9P*P81+E>AP..W'Y#\]3[%;MD&).1@_*.GI6?'XBTV6^2SBU&W MEN71I5B20%BBD!F !Y)'/N*=_I_B*QU;"&6WO(W2:-944_*VU@"I*G!&01P1 M0!=^PVRR,XA02-]YMHR<=,FC^SK8L',>|+M#;1D#T^E9=_XJTS3;BT@FOH1 M-=3"'"- =QW%&<9QG VJQR<#CK5W^TI7S?+-U$LF,I2XS@'!./KQ0!--8V\RE M9(8Y%/7>H.?\X'Y4X6-N5P8D(]-H^O\ JJZI8LCN-0MBB?>82+@?4YXJ.|| M1:98C-QJ%O#^]6'YY /G8X5>O4GH* +[6D+[MT:MNZY YXQ1]B@(YB3),3|H MZ^OZ"JE|K5EIEK/N-R_G5 MC_A='<Q/OXPT7_P #H_ &@"C-\&]*NM FTJ6YN989-1LM29FV9.EM|GVKC&- MK?9ES_O-C'&,'2_V9O#>CW%M:W&2^6;OT8^V+O_"ZO 2XSXPT49Z?Z=' (TO_"ZO 1_YG'1?_Z/ M_&G=@=ISZT9-<7_PNGP%_P!#CHO_ ('1_P"-'_"ZO/_$..B_\ @=' _(T@ M.THKB_\A='@+_H<=%_\#H_\:#\:/ ?;QCHO_@=' _C0!VE%<5_PNKP' -#C MHO\ X'1_XT#XT^ O^AQT7_P.C_QH_[6BN+_X71X"_P"AQT7_,#H_P#&E_X7 M1X"_Z"1?_Z/_&@#LZ*XS_A='@+_H<=%_\#H_\:#\:/ ?;QCHO_@=' _C0!VE%<5_PNKP' -#C MHO\ X'1_XT#XT^ O^AQT7_P.C_QH_[6BN+_X71X"_P"AQT7_,#H_P#&E_X7 M1X"_Z"1?_Z/_&@#LZ*XS_A='@+_H<=%_\#H_\:#\:/ ?;QCHO_@=' _C0!VE%<5_PNKP' -#C MHO\ X'1_XT#XT^ O^AQT7_P.C_QH_[6BN+_X71X"_P"AQT7_,#H_P#&E_X7 M1X"_Z"1?_Z/_&@#LZ*XS_A='@+_H<=%_\#H_\:#\:/ ?;QCHO_@=' _C0!VE%<5_PNKP' -#C MHO\ X'1_XT#XT^ O^AQT7_P.C_QH_[6BN+_X71X"_P"AQT7_,#H_P#&E_X7 M1X"_Z"1?_Z/_&@#LZ*XS_A='@+_H<=%_\#H_\:#\:/ ?;QCHO_@=' _C0!VE%<5_PNKP' -#C MHO\ X'1_XT#XT^ O^AQT7_P.C_QH_[6BN+_X71X"_P"AQT7_,#H_P#&E_X7 M1X"_Z"1?_Z/_&@#LZ*XS_A='@+_H<=%_\#H_\:#\:/ ?;QCHO_@=' _C0!VE%<5_PNKP' -#C MHO\ X'1_XT#XT^ O^AQT7_P.C_QH_[6BN+_X71X"_P"AQT7_,#H_P#&E_X7 M1X"_Z"1?_Z/_&@#LZ*XS_A='@+_H<=%_\#H_\:#\:/ ?;QCHO_@=' _C0!VE%<5_PNKP' -#C MHO\ X'1_XT#XT^ O^AQT7_P.C_QH_[6BN+_X71X"_P"AQT7_,#H_P#&E_X7 M1X"_Z"1?_Z/_&@#LZ*XS_A='@+_H<=%_\#H_\:#\:/ ?;QCHO_@=' _C0!VE%<5_PNKP' -#C MHO\ X'1_XT#XT^ O^AQT7_P.C_QH_[6BN+_X71X"_P"AQT7_,#H_P#&E_X7 M1X"_Z"1?_Z/_&@#LZ*XS_A='@+_H<=%_\#H_\:#\:/ ?;QCHO_@=' _C0!VE%<5_PNKP' -#C MHO\ X'1_XT#XT^ O^AQT7_P.C_QH_[6BN+_X71X"_P"AQT7_,#H_P#&E_X7 M1X"_Z"1?_Z/_&@#LZ*XO\ X75X"_Z"1?_.C_P :/^%U> ?^ MAQT3_P #H_\ &@#M*YS5O^1XT'_KTO/_$*"]'_"YO ?_0X:+_X'1_XUSFK? M&/P*?&NA2#Q=HY1;6Z5F%['@$F')SQG[*@#U6BN_X71X#_P"AQT7_,#H M_P#&E_X7-X#_ .APT7_P.C_QH[*BN,_X71X#_Z'#1?_.C_P :/^%S^_^ MAPT7_P #H_\ &@#LZX_X<\CQ-G_H.77\UIG_N?P'_T.&B_^!T?^-QCJ6MY M=7%SK$WVB\\\J0\FYB&&_,81ECP.-L:]\DQ_\+]\!?\ 0XZ+C_K^C_QH7XT^_M_VZ>,=%/_:I'_C0!VM<-8_\ ):I<_P"Q=T_ -*;RI?^%U> ?^AQT7_P.C_Q MKBJ/XO\ @E?C%K%V?%>D"UDT*RB2:I8FQG6XNBR@YQD!E./<4 >TYI*XK_A=M7!@]_P.C_ ,:3_A='@,_\SCHO_@=' _C3 I:N3^)W_ "?C#M]MLO\ MTJBJL/C5X"[^,=%_\#H_\:YGXC?%_P $?GA--IZ@]:O;7]E M?0]-M=+M++6-0L[*S:&1X(5B43R1I@D:"_?/V=IG^$?@AHO@G5K&_TMWB-K;/;>7Y4 M05U:.W3)(4$'_1E;C'+OGJ.ZMII8KAGBE9C#$P+QW'GJO!7DC)0$\A6('6N@ M_P"%S^ UZ^.-%_\ Z/_!I/^%U> >O_F.B_\ @=' _(U-K@[2Z8$/\ A,=%_P# Z/\ OH_X71X" MYOXOT4_2^C_OIW8&+J_P$\.:UKKZE9=M>2VI2,PRNQ0G5)CQC_:;GFNO:XU> L$GQCH MHQ_T_1_XTW_A=7@/K_PE^B_7[='_(TK7'=LXI_V6?#K7%Q-'>W2-+;"W3>J M-]GP5(:/@;2-BX Z$9ZU']I]GALH+?S'F\I%3S),:FP,9..,UR7_"[/ 3?\ MSCHG_@=' _C3O^%T^ O\ H<=%_P# Z/\ QH$=G7,7@_XN5I'_&";$_T=:U2_MX73X"_Z"1?_.C_P :S=)\>>'?%WQ1TZ+1-:L=5EAT>\;1:,=@_UK@G! MXH]&H1Q:.M+4CX>;9+[[+IXE>U56G6V^UO\ M:#$'!4OY6_(ZXJXKGK'Q'\0:C7+G38MJN?[!@6T-G>WL+I>7*M)!YCR$ 1K MM#3@IPWR XJGU"V_Y'Z^R\ F&V_ HV:N@I ?/3>+OBIX8\/SWUQHXFCL;99MI5F3?)+P^XY#\!0JL1C)W$<<5;O/$7Q \;?#GPUJ^D<:DU[>R7EM;H8PR1PW M0@C)WCK*D"DJQ4DY^9.OO+ -VI5P!PM5+4#P. ^\4_%Z&1V&@V;11K<21/Y3D M+M:Y2-9%5RTFX1VS90#'G'CCCI?A7]7CZXUJZ/B6P(=C3+SS;F%9(PLMJ1Y.V M(D2,"#NEP_-AY.17]^W/4E%(!.*:#BCIS0 M%&[MV-(2* $;%.I-N?6E_ "@ XHHQ10 449%&10 449%+Q0E%+Q1Q0 E%+Q1Q0 E M%'X&E_ T)2?A3OP>)^!H ;3], ^QH_"@!-H]*-H]*7\#1^E !7-ZIAO'&A-!P#_QZ7G_H4% '244E+ ^!H **/P-'X&@!#7(?# MG_F9?^PW=?S6NO8^QKC_(<]\$O!_P"0Y=?S6@#KW'RI*\Z^,GC!O$WB<>(MUD_LO[2W\CLPC#>1YLO^LVG[_*@=O+$>?GWUZ1BF[1G.TT &*X:RQ_PN[6_M^Q>L/_2F\KNCSV-<+8X_X7=KG?\ XIZP_P2F\H [E105H&/>E_T)M'I7) M_%%<$'$' X/VVRY_ %I15UOX&N4^)W_(I-Z?;+_ -*HJ /-$O/B;X5U'3[6 MR@EURRO-5NUN+S55WM;VZS[(540]N T18]WX49QG!;;^/OBS$NDQW7A6.:Z MN983/Y-NRQ1(<)D0MYIVLC22C6>$]6]?WG MB&RC\06UO!7!EI(93:V;)B;R[9U!8R-MP9)TZ<^63W KEM%\8?%^STF*>\|* MQ7306P9[",@7#LGV7:][P/0TGX&@#P?4/$GQ;OIK6) M=&A@N[251)%CB9+>1A#+L7S3(?,1VVDX V':#FK$WCKXK^8&3PM8Q))8?:TA MD$KR>868^063*JZJ8U0>&6W$';P/<>#V- 7:,AQ'@NM>-0+HOGI%X>TW5[_M!<1VTR*@#Q)59'9R5D?A1PB5U<:8\22$XW@\VPABM#<0L6BM6D9(QM/ER*M!ORQ.95\X&T;N#Q7L^">HH*>HNH\XGXV\5?%:'7M9TS1_"\5UHZQ.+;5HY56 M1F\KS,",N#G(,8/\X@X S2V.J?$V/Q;:LUFMUI:WW;""ZN(V>&VA MQ$%_=B49QA^05R23BLN^\1?%?4#;6$.A_8)+]6.62<*7%L!=0[MS%PI3RC+\ M@.XX/3K7OIQ_=-*![<4AMG@EQX^^+EI+>1MX8LV6"U5XG%O,[7$GRYV["5'\ M0VDY!)QS7N6GS236%O)/&T4SH&>-L94D<@X)&\1[$_6I\<'[1Z4"&X'2N M7O!CXF:1Z_V1>_ HZUKJL5RU]_R4K2/7^R;$_T=:T =.*6BB@ HHHH 0T*O MK2T4>0_%C67\+^)&U636]1TFT6#3[%UTZ&&1I)+FI\B)F\U3PKOSCLQZXQ7_M+R?%[PUI]//::M\4]8TNZC>[S%/9VP*);2W$4C.XMRH!:TN"N2"P0X'%==\4 MK.#5-8>+O@% MX?GOIUU'0I'LWU>Q:0:6/!$<^V%G6\=W0&T.Z9AY.4QKEZG00_& M;P=--9P'XP:I'-8)"X>VS'S%)@-C=L.W-9_CCXT6O@R&SD M3QEXBO1?:5<:S:%[:QMB]O"NY@$FC1V*5C;YD^=GSNSR3BMG7KFUOM>?0M1\-^&Y;^\TYM) M:-M9N 'M9$=S#O%I@ K&[8SG"DT=$/0Q/^%S>%[>&XEN_BOJL3P$*UNFG0M)MD;MX0+;L9=NQPQ3(0HV[C?BAIVC^]6\2P?$/6-8TW39:!TGDL;S1?. MXG>-8\221!"/WT9)SA0NM#T^#3_^S);PCX:BM+PQZA_9]MK-RB@QR(8Y0R6HV$/&FW!' M*<=#35K$2NC! P"%S:)ILTD&O?$O5]%NEF>)(WM[.7S D$4[#'"XVA9D7=G ME@0.>*MZK\77#FCVMSA MQKP^![2WUI=2A\)>'?[6C+2F\'B"Y,K[UCC;<_V;Y]P@C!#$YV#ZUD:5\(_#M-SHFC2Z=X!\)_P!FPV3PV0CUZX6/R)EEWC'V;!#"XFSGG]X?6JT$K]2>3XH> M'[6:Z@F^*>LQSVD:R31/I<89MQC4*@^S99PTT(*+N93(H(!85>UCQA:>&VU4 M:O\$+7I7^S9;>WE(L+=C+-,@=$CC6W9V)^Z 3UI*GTWX3PVVH?VE;>"/#L MMUNC?SG\074IW(\4@8;K8X;?:PL2.6.:YSBK'B+X3MXLU:XU35/!.@W%_<&%MI9AXBNXR6BSY3_+;##]"0&'S $C."14_0:OU/-+C]HSP["J"Q?$O!//:7 M=O #%IUM(L\,S6X6>';"?>5?M<.Y5)<9^[\RYZ9?BUX>-U96TGQ5U2"74) E MB?LMJPF!ABE##$"$E%FC'[S9R<8Z5:_X9ST;=(5^&WAB++>D:8BU^[0($,)4H M!;#80;>#E<$^4N3Q6SI_PA_LF\L[NQ\#>'K.ZLX_*AFM_$%U&ZILBCVDBVY& MV&+KG[@/7FJTZB]XT_"=O=>.O#]MK6A?$#5[C3[P>9;S36%NFZ]IG%T^GJ#@ M]9&#SUK9;P5K[2$IXYU$+_=>SNB?S$8JGX1\.ZYX%T>/2M#*^']/T^-WD6! M-;[_ ,K?_XBTV6_:<\!F_ ,'C+_H Z% X.YO\ Y$I/[0]9_P#0!T+_M ,'(O^AYOO\P"M_B*N_;_&?_0" MT/\ \',K;6++3SX=T1FNHI90_P#: MDV%"% 1_QZ=3O'YQ&@"23P/K@7]UXZU8/GK+;6C#*T$(_G2?|(5XB_P"AYOO_M "M_P#XFKPU+QG_ - '0_\ P=S?_(E'|H^,AUT'0_\ P=S?_(E %(>"_$7_ M_$/-\?\ MRM__B*5?!.OLWS^,-1*8_Y9VMLI_6_RJI;_$#5[O6IM(AL_#/TK/T?X5ZQHJZCYCO5MUY=R79S:VF%9\9S^YY MZ>H_"MW^TO&G_0!T/_P=S?\ R)69H?C#*Q=KWV_RO#FBQBSNY+-]^MS?,R8R1 M_HG3F@"O)X'ULAC'XZU=6[;K>T*_EY/(ZTW_(0OQ'Q_Q7%|C_KRM_\XBKO MV_QG_P! +0_ =S?_(E+_:'C/\ Z_6A_P#@[F_^1* *:>']=:)E\<:H.>/* MMK5?YQ&LF'X1ZG#XMN=>7QWK1GN+**R=?(M.5CDD=>?)]96Z#OUZ8Z(ZCXS_M .@%/H?\ X.YO_D2L6'QMXMF\77GA]?#NC"YMK&&_;4ZW-L*RR2H%'^B9R#"W MYB@"V/\'B+&/^$YOCZ9LK?/_*\2_P#"%>(_^AXOO_.W_\ B:N#4/&?_0"T M/_P=S?\ R)3OI\19]!/T+_P=S?\ R'0!77P3XBW#=XYO!N>0+.W!_P#0*H:W M\+]8_2L=SXYU'7G12EDM:4_^7(KC@Q'NOK6[_:'C+_ *_A_\ @=' _C7BI@=S:TLWLWAW1I8O-%#M36YLYDD6,'_CT[%@?PHG'@76%P/^$ZUL>WD M6?\ \8IL?@GQ LGS>.=29,!:6P;'\U'Z57L/&FO:M8VMY9V/ANYMKI=T$L M>O2E9!ZK_HG-1:0\0-9T&Q6[OK'P[#;M+' K_P!N3-F21UC11BTZEW4?C0!>MC\$^(5#A_'&I-Q\I%[;#'U _=[_I3/^$*\1C@^,;XG_KRM_\XBJVF>,M=UO3 M[74+.P\-RV=U ES#(->EP\;@%7'^B=""/S]M>_%#4M,_M$WD/A>V334CDO)) MO$$[I KD]A9C:8)!'X4;,.9]#P5XB_Z'F^_\ K?_P"(I6\%>(NWCB^_\ K?_M_P")I\?B#Q3.[*FD>'F=!EE&NS$J#W/^B<4S_A*?$F#G3?#AP,G_ (GTO3U_MXJ*!"-X*\0_P^.-07C^<TMSS_P!\4K>"-->VKL\6GAV.\O(S+!"NMSNSH'O.L,620--&,_[6>F:T;'QGK^K:7;,:MC9V/AJYL+E%D_N8O$$K1R*PRI5A:8(;'6E=!MH3?\CHZ_Z'F^Q_P!>5O\ M_$T?\(9XAQ_R/\]_6E=_P 35/4?*FNZ7!IQ??=IX9MK*W1D)9Y/$,BHBJ,L M23:< #KZ52G^)FL0^((-$;T\/#4I[1KY(?I;F)\@_JF0GI)@+E@!D\YXZ4P- MG_A"O$7_$/-\?\ MRM__B*5O!/B$Q<>.-167/WOLEMMQ_N^7G]:2/Q%XJD7 MY-+\/OQG*Z[*>/7_ (]*HV/CO7=2^T+:P>&;@VTWV>;R_$$C>7)@'8V+3AL MIQ[B@#07P7X@+Y?QMJ)7'2.TM@<_4QFA? ^O#:6\5YP!^ZX/3 MG]*$4^(&N:#\IE1]?6?AN&U1E1I3KTI 9F"J/^/3J2RC\15D>*O$[@D:=X>X M.#_Q/I>#Z?] 'K2N@)6\$^(=S;/>H;<\!['.V) ,(/Y5GZ?X?U'2_BGI4EWX MAO-70Z-:+Y=Q%"@5O.M>1L13^]SHGBWQ-X@M9:FQTG0:F",:2W9TUJ:'F1N MR.Q_!Z=F5A^%16-QK@T4F MXTM !1110 4444 >>^-O"*>-/,G!X(W1@$> MA-M2/<-,R MQJQY4.>>]=7XV^ >C^-M0FO)KB:RN)'23=;QQ[5MV(0&ROS+MDY4G!V@=,UZ MG^%+2=V[A<\)F_91T:X9!/JUY++#N\QT$,()17G[.>BR:A# M=6=U/8+!>1WD-O$B^),E.2$&-.WS,.)9AP74EW!:[@C2 M JI8D(,=AG R2<#DFNIXI^P-)/)FEH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "N?U)<\-M#]K2[_P#0H*Z"L#4C_P 5MH8_MZ=+S_P!"@N WNJ##(XZTM%`!%;|-(--^(FJ>,!?W4VH:A MK)"P01")=IC4_M +GY2)#G.3YK9SA<=K2]:2@!&KC_(<]/$Q_&'+K^:UV-?LFZ?M=_V/_:7CG5)=/T:&:UM;81P0B-)0ZJ"RJ"S#S",MG.!@ Y)AM_V,?"NEZCI- MY8ZY=V]G87L5W%:O#;R(C1RPR*L19/W67A!;9RWF.#UJMI/P=\76]A8>%)5T M>SN[66^?4-0URUU29GU%X-\D#3AD!B=YGA:Y-^!$PZ!:NOL/_BRZ^$?A7PS MJ&IV<=_H^O)7R3&\)((VD,2S/Y:^=("8V+>6@+*"'1G)-OO%Z,?Q/498?L5 M$+62Q:YUB^O+&W>T9+>418G6(PD),P7,BMY"@_=#,!UK8M_V3_#G_"'>-?# M$FK7-S;^)%022M##YD.QRZ,?DQ(X;SODG'4=:X_3_@)\78-+T6WNO%=E=QV MUQ:R3V;L#!"MNUN4-N/(PC86X[=2G_2U^!OQIM8;J_M?&EI8^(;JR-1+-)H MDFB8K;SI%(=T>?,$C0L6& /FPN!M+FY-J]N.WF=YIO[+&B6/ "<_\3C4&'BJ MTN+2"7$!$.S,\CD,IY8AI"$W9"H_N,9SB>)OV.O#/B+398+[6KNW099[:X- MQ9+':C]S$\:1!(P,1?.25!'/((.36Q\,?!GQ6\+Z/'XAUNWU3VL$@>&XO7 M9HYOM.YF3$*@@0LPR^6)C097+$Z7Q> ^#-S\1/'G@[6HVMUMK.\P7\,C-FX0R MPNBX'# !9AS_ '_". NH6U_/=S30W!*7"9A\FQVPD4QP9 M,"0!MS\.^$_QIFU9+K4/&\IK:6T%U/<16MG=R.KJ3:B)'+P[BN$N\C/!=<-(=/:YOG@OK'3;338YH:.!8RD%PLX#1[=11F4!H^%QV%85]\(/B M6OP]\&Z?I?B9;7Q%HEW>-<7LVH32)<+)!<1PR-F/YRKR1/Y: CY2-QZFOK'@ MOXSV?PZS=:T3\1.H%5M+,V[@"2X\D,P\Q_^%S\X3H.U2OW*.LT M+]EWPWX<-\)?#%IM2HJP!YY42%2"P0$ F'=@< R/P?EVVKCX8_&%6MI(_M&J7-R]^TEQ;AH8XHOW'ELD(B8, %N,Q$@,902_R@#GM:^#/QOO[WU!O%NE M7%_:BXM(GCD:!WM43+9[,2F%S'++'!<&1@"TJA0<9!NW=E6+]G^PSX2M+73(M['6;]8+1XI)(X)%[?VAK%]]DU MZFH!)ITB/V=[[.WC:2,;<*ZK; #"[QQC!Q4/[/?PD^)_P -M4LK3Q1XCMM0 M\.V6CVUC;6-G*61)$A@5R0T:]'28ALY(DY' ^B ,#I4Z+8B)Q_PI^'-M\+O M"$.A6UP:M(YYYVE\(06EF>5L1H_]]"Y ' JS>_$S2?\ L$'G_HZUKIQ7 M-7G_ "4K2?\ L$WG_HZUH&=,**** "BBB@ HHHH Y^W _1^O \ L&6__HV: MN@KGH#CQ]?\ _8_M_P#T;-70#T?BDSSBEH ****0!1110 4444)MH Q2T4 M%%%% !1110 4444 %%%% !1110 4444 %%%% !7/ZE_R M/&A?]>EY_P"A05T%<_J7_(]Z%_UZ7G_H4% '044=S10 4444 (U5 MW-<)8_\ )<-,^$S_ -?UE_Z514GL-'@>B>,OC=X?T&X\[2Y-?U7RC>LU]\BI0WDI@C

M6/&&_=VL(R6YDSCM5_7OB!\6[J^71]'T:YMIOM,;B^FTR62.-1]GEL)7)13& MUMAL1!FQN)9,9KZ52,!3Q3A$]X.*4;H:/RV=&!C#,0I)'2?%3Q_P#$KP[J5U_PB/AA
MM55=/CN@+JVDDC+JER[Q*8V'[QF2!.2<;QP:]SV*>U 4#M5$._0\!^)7C_XF M1^+K_0M#T%H=-%C:W%M?Q6T\DTLK2KYJJX0P@*,@JY5L-D9Y YS_ (7A\9K# M0;K4&^'3:M<+?
264>FV5IWTW6/L=# HE!*XG1C M@!A76_"#XB?$[QMK5D-?T"'1M$,$LTUS/IUQ:RRD! B*DCDQD.SYW Y$>0!N M!KW38@_AP*7:.U >1\DW'Q4^-4/AM[$^'=0BO[.WL[AKX:++-
,X\RS>1B!A) M=RR72&&,"11 QR,BJNF_'KXSZ7?:SJ^J^$)4TF/2EUA[>^TZ>WCMX8K99)5C MF)P)'PP$+Y97;DX4BOK_,M?0?E2[%/4"KYO(1R'PU\3:OXF\.VEQKNF-I6K
MM#%)=6ZHXBC=XUDV(S#Y]H8*3_>5A77[:01A>G%/S[5 #?PI:** "N9O/^2E M:3_V";S_-'6M=-7,7G_"4K2?\ L$WG_HZUH Z>BBB@ HHHH **** /,/'V MK:MH?
C0WEAK.EZ/:_8[6VG?4]-EO \DMR\<(7RYH]GSM@DY'S#IBL#2/BMJ& MNV]K<6WQ%\&^1=(CP22:#22-0"UZ!DO%(,=?E-:_P 4;5-4U36]*O=' MEU+2+S18TNYHKR.V-N!+*5?
<[#!SD@CH4S7")\)]#;1Y&LO#.IV6D7EU%=%; M/6K9;>5579'"!N*^5EF8*.CN6!!(I =#=?%#Q+I_AV[UJ?Q1X>2SMKFWM&5_ M#EPKM-,(C&@!O@.?.CY)P.ZV12-:KI$QE19"@1
MF07V0"9$Y/\ >'J*BL?#\6J:&]K;>%KRZLY+^TU'?'JEL1 MWY]:P+CXY#Q-!&TVL6H: M1?*G7:H! 5+B3"J H"J ,#%=%X \)R>#M6DO])T/4KN5(#82PK?:?'#D2&0 META"*9-
S'DC(#'&-QR] .X72_B)_T,GA?_PG[G_Y.I3I?Q%[>)/"_P#X3]S_M /)U6/\ A*/$'_0GW7_@=;__!=*?%'B#_H3[K_P.M__(ND!6_LOXB?]#)X M8_| "?N?_DZC^R_B)_T,GAC_,)^X_| DZK'_"4>
(?| H3[K_P #K?| ^+H_ MX2;Q!_T)]U_X'6__,70!7_LOXB?]#)X7_| "?N?_DZC^R_B)_T,GA?_,)^ MY_| DZK'_"4>(?| H3[K_P #K?| ^+H_X2CQ#_T)]U_X'6__,70!7_LOXB? M]#)X7_| "?N?
_DZC^R_B)_T,GA?_,)^Y_| DZK'_"4>(?| H3[K_P #K?| M^+H_X2CQ#_T)]U_X'6__,70!7_LOXB?]#)X7_| "?N?_DZC^R_B)_T,GA?_ M,)^Y_| DZK'_"4>(?| H3[K_P #K?|
^+H_X2CQ#_T)]U_X'6__,70!7_L MOXB?]#)X7_| "?N?_DZC^R_B)_T,GA?_,)^Y_| DZK'_"4>(?| H3[K_P # MK?| ^+H_X2CQ#_T)]U_X'6__,70!7_LOXB?]#)X7_| "?N?_DZC^R_B)_T,
MGA?_,)^Y_| DZK/_"4>(?| H3[K_P #K?| ^+H_X2CQ#_T)]U_X'6__,70 M!6_LOXB?]#)X7_| "?N?_DZC^R_B)_T,GA?_,)^Y_| DZK/_"4>(?| H3[K M_P #K?| ^+H_X2CQ#_T)]U_X'6__
,70!6_LOXB?]#)X7_| "?N?_DZC^R_B M)_T,GA?_,)^Y_| DZK/_"4>(?| H3[K_P #K?| ^+H_X2CQ#_T)]U_X'6__ M,70!6_LOXB?]#)X7_| "?N?_DZC^R_B)_T,GA?_,)^Y_| DZK/_"4>(?|
MH3[K_P #K?| ^+H_X2CQ!_T)]U_X'6__,70!6_LWXB?]#)X8_| "?N/_DZC M^S/B)_T,GAC_,)^Y_| DZK/_"4>(/| H3[K_P #K?| ^+H_X2CQ!_T)]U_X M'6__,70!6_LWXB?]#'X9_| "?
N/_DVE_LWXA_| 0Q^&?_!!?O| M^M &JNF_$09SXD|,?| A/W'_P G4K:9|1/^ MAC|,?^$_*=?VG_(H^Z_| ZW_/BZ M .4L_%/BW4/%=WX;A|6>&GUBTC$L]O| |(S>#RT(4JQ;[9MP=V A|-
Z@VN749MYU?5K=@8UV%8]F_M "9W#C(,K'/SG/9_|)-XA_Z$^Z_|#K?_ .+I("JVF_$3''B3PQ_X3]Q_|G5R M?@'3?B S>(?L_B+PW&@UBY#^9H-PQ+97)&+T8'MS]37:MXH|0_|
0G71_P"W MZW_^+KD_A_XEU^/_(2,)X1NI0VLW+$B]MQM/R_+R_:F!T?]F_$3/_(R>%__ M G[G_Y.I?[+^(G_$,GA?| |)^Y_P#DZISXH|0Y_P"1.NO_ /M_P#XNE_X M2CQ#_P!"=Z"?=
^!UO_/%T 5CIGQ%_Z&3PO_X3]S_|G5Q=GIWCYOC!JZCQ#X<6 M[_L*R+R'0IS&4^T76T!?MF00=V3N.01P,9/>_P#"3^(?^A/NO_ ZW_| BZXN
MS|1ZZ/C'K,@|*7)E.@V*F'[;!D*+B[PV=V.22,=>* .K_LSXC?| 0R>%_P#P MGKG_ .3J/[,^(W_0R>%__"?N?_DZK/| PE'B'_H3KH_]OUO_/%T'Q/XA_Z$ MZZ_|#K?_ .+H_K_V7|1/^AD|+_|
A/W/_P G5RWQ(T_Q '9X)N|'+X9_!!?O| M^M &JNF_$09SXD|,?| A/W'_P G4K:9|1/^ MAC|,?^$_*=?VG_(H^Z_| ZW_/BZ M .4L_%/BW4/%=WX;A|6>&GUBTC$L]O| |(S>#RT(4JQ;[9MP=V A|0?
|+)|!_V)-)Y4>H'2I1;N^2-H?[?MSD'OV/I M7 ']G#1'U*QO[CP;K%Q<6L<|*^=JEFR&.5VD9 GW8P'=BOEA",]:MWGP'L;[MX6VO@%O"VO1>'H)C*5MM8M8'FR"-LA3"N.
<|KG(!SD9HZ#-72_CPVIVNJSM| M3O M@-+OI=.O8[W2I(I()DEDCPZF_P C<8G*YZJ,^M;5]|1]1TNW$]W|3/ = MM!Y@A|V;2Y57>6=0N3?]28I!_P!LV_NFO-
X/V=_#.MZEJ.LVGAO6IKRYNYW^ MV6VOVS?9W:2[|^),-@ O=W(8,"03C(Q5G4/V9/#.H>>&|| ZHBRSQSA#J]M*B M!(I(Q&J2%EV'SI6((/SR,V K#4XK4WKV=SI
M&V^*'@*4P62ZC*RZ3,46V+.OFE_ MM^-H*-GGC',BL_QC|'[#QQK4^K:GX'U++T)HXXC-#JMNA 2*6),?-V69SZ9 M)Z5C7OP#T.^TV^TV7P?
JY%U;/'.PUJW$C,|MQ+YYPWW]]S<$<;?G(VG Q"| MP/5]%N/&OB+2[;4=,|8>$M0L+E!)#A5A?8(J__&9|1/| H8_# M/_@@N/| Y-K%|#V^I> ?"]CH.D>"[I;"T4B/-Y: G+%B2$(7))).
.M;Y|5> M(^_@VZ_|#K?_ .+J@(?[-^(@_P"9D/@"P_9D|,?^$_|$:Z=ILMJ5/G6N2Q>XES^ M %;?2_"3>(?| H3[K_P #K?| ^+K*T_5M2U+XH::M]HDVDJNCWA5I+B*0!*0/^^M M>/D8XH
HHHH *5:2B#@#R'XN6T.K^()@&)T;V8%ZD+@:A>*ZT@GLS*+MV#S0 RMIO@'MKSJGK,)4=KR@*!PLK+V/Z-8F;5E1&*+ VE=(T8N&38R(L1TAANN*|FF9 7|4:/Y#5DKVGL
[]O|2XM8NM4NDT)G&I*FES;(IEB=X4ORTZ@L0.8@XP3SG'> MO,?&7BKXC:GXMN?"5G:W.GV5Y;3M'.L1 =6TS297TWQ-XCDU.UM?)L(UTK4(8Q|K[E(V_,&502/EVY':KMGX M3N?
$?PU|+Z?]J;^(-)UO2);Z822V-_G_%S2/#6KR- M/HOE2^9]$=F"MR7$|7BKQ0 MR7!GDFA;3=1&Z1VNO+*DJ=@5)X%VJ-I|@<<|;_PO|-KX!UZ;5;O4-:OI[R.3
M[;#'HFH+#)*?)VNJ,I"X|MQP,G?R>*]X6YB_YZ+_ -]"E|^'GHO_?0I7I7IDJ
X);S_P"-4?| "?Z;_P ^6O| _@DN?_B:@&MXD;_P @+ '_?M? $PK#PFHLI=%ARB=LN
M^%@:;_SY:U_X)+G_ .)H_P^G_0B:]_P .Q_Z+KIZ(A/ @P$_HS3_H+OT
&J/^%@:;_SY:U_X)+G_ .)H_P"$^G_0B:]_P .Q_Z+KIZ(A/ @P$_HS3_H+OT
:H_X6!IO_/EK7_@DN?_ (FC_A/]-_Y|M?| |$ES_P#$UI4&^TC^+RE+T>@^O-,C]PT_9.]H?YDB2P.RSO'
!JC_A8&F_||^7+6O_!)_P#Q-'_"?Z;_ ,^6M?| PDN?_B:T^_(+_0"G4IA"PY1"O6=K*0RZ/ SNNMR4+
A8&F?|^6L_ @EO?_B:/^$_TW_GRUK_ ,$ES_| $UHK%'G?.7*Q:8[H.O"K9U Z1"HTSMDNZJ29HS)C.TAE)WC!SL[1MIS

H%Z'_P"#B;_Y$I^T0^1D&*4#-3?\(?XS_P"@ M7H?_ (.9O_D2E_X0[QE_T#-#_P#!Q-_\B4>T17(0[11Q4W_"'^,O^@9H?_@X MF_| D2C_ (0_QE_T#-#_ /!Q-_| (E'M$+E9#N%&ZI3X-\9_]
S0_P#P<3?_ M ")2?\(;XS_Z!>A_^#B;_P"1*/:(7*R+BDJ;_A#?&?\ T"]#_P#!Q-_\B4O_ M AOC+_H&:'_ .#B;_Y$H]I$?*R+=2&IO^$.\9G_)AFA?\ @YG_/D2E_X0 M_P 9?] S0_| P<3?
_(E'M$'(S/U3_D'W/_7)OY&NT^"AS\'?!0_Z@UG_ .B4 MKDM2\(^,ET^Z)TS0PHB8G&KS$XP>WV6NL^"JRQ_![P0LJJDG]BV>55BP'[E. M^!_*LIR3V+BK':T445D6%&*** $8X%?
*GC#PEI_B;XS:!JM[XHTS1K+PUK6I MSWEM<7,(F=Y5MFAPDBL,'RVRWRL -=%T%=-MOB5HD:VNF6=D M8K?Q-(D5TL8LE>", ?Z*0L%VOG1_.WG@G&..D\,>%=7N/AE\0-&\3?
%+3;O7 M-.?/:.%9$1%,0;>V64Y 5=OWOF7-_Q1^T!J^F_#OP[XO33]-MQ,ZQX?\:ZC>NV@^*O"/@.S^P/% M#8Z+XF=+>W/V>X1LQ+$J.[RR0R>:1N018!-2VO@'Q;%97NG_
/"WX7LKBYG9 M6E\5S-,D"23-;A)"=RGRWCW[3R1SG KT+Q7^U%?37FZ#XGTX^&[=_BCI][;6-_YTLTWB5RZQE[1F M+C_EX!"7:"-SM7S5(Z<:EOH.H-\%=8\&7?
Q)TF^U'6)K6.ZOM2UIKL1P/%;K M?A"2KX9EN=L891B08*]!Z3\/_CUJ'C#XA-X4NM(L[&XM[1Y;IEO6=EE5MI$8 M,0#H2#@Y#8&2HK";]IGQ'8Z"=;O_
?:PZ?)#&*P:FTDA:2"*==X,"A5"2C MUB;:GDMKX%\5:;X+ETM/BK8"XMIK*PM/[-\3R6P;38%D4LH)(B MG<^4Q^]PN"S D'TSX+:EJGA;XD>+M0\5>/\ 1K[P_>10IIUN-
;,Y5D9\N5M6UM+INCZ;9W\-S$D^FW&IB1Y5:R>Y9E,<; 1'@)* M,[BI! YQ4U?]K2\M]6NK'2?#]GJP&WGGD1_W)PZB# R"7'/ M%-)A:^I[@OQ1\';>/%&D?^!L?^-(OQ.\(22!%\3:268X
^VQ\D_C7EMQ^T4V MF_VF\T6G6]O:Q/.)-0O'BDFS/)%&(XTB8LH* ,W&W<,]S6.W[0&J:IX7C\36 M5O\ Z-'&=6FL58$BV6QMG\DOM.!Y]R"7P#M1N.,46$>T_P#"SO!_/_%4:1P<
M'_38_P#&G-\2O"2L5_X2720PSD?;8^PR?XO05XL/VE-:LYK*>;P\DIU.6VBB ML_M\2QP;DI%-/Q.\(; MMG_"3:3NSC'VV/K^=>66_P =M2FM_$6G2P6EGJ=NCPV:O)#L M&8PZJ"Y.
<]NIK(U+]H37](DN=#32[6YU ?VJJW:785XQ;23)&WEL/G?$:.R@ M_==6 P< 6NH'M1^)WA!20WB?201Q_P ?L?\ C1_PL[P?D@^)M)!';[;'_C7 M>.?C1>Z#XIT?
1XK*/34GGC\ZXU*81R31^>$801A6\SY MI6-]JLUCH]IIT%I(T.^_E/GS+=+"I4^5D1L)(^2H*E@&P,D)78'N'_"SO"'/ M_%3:3P,G_3(_\:5?B?
X0;IXGTD]_^/V/_&N$U/XX7D'ACP]KEKI5H+/4]'BU M5Y;R^,,=OYC0*@9O+/R SY9SC"H3@]*YS3_VGM0U03^1X?LY)%MI'C@_M$B1 MY$"'S-OE9%LQ?"3OJ#2+\3_"!
MR!XGTDX&3_IL?^->::1^T#K#:OIVG:UX?T_2I+N^AM?.34VE3$LL*;1Y(9G M,ELV%VX 926'..M^(WB;6XO#RKH\<^F7;ZQ9Z>;B94!\MYXU>2/*N&!5B!E? M7T%+R&;[?
$[P@KLK>)M)#*2"/ML?!_.D7XF>$&5R/$^DX0;F_P!-CX&<9ZUX M!X9_:NU>'1-$1M1K1TJPN-0N+6W66[GU 0"*1DM2T]RGED00DW/RL,Y*XP-W&N M?VD?$>H6=OJ-
KX8AAM9&BBBADO3YDTKVL$^"/*^5 ;A0&&2=I^49Q3:]G_X M6AX/('_%3Z3C_K]C_P :7_A:'@_\S1I/_@;'_C7F?@[]HZ;Q)XZM= O-*L= M,C6V:2]GDU YAD!VC9F,*Z,_RJ0P;N5
QF7Q%^T5+X=^*#^$)M N=WVB&".| M^;RG601R!@0A_P"60NGZ\?96'5A18#TA?B5X2D^YXFTECG'_!^Q^H']W%- M_P"%G>#QD'Q/I&?^OV/_!KQKP#\?
M8^(GCK0HK9;>VTF[E:&:*W;SE8JE\= MP=D5@&\B(X(!&W'_US1=/NM%L;87,LZ7THU1-EHL9Y*LRJLI5=K/M.%##!/('0_$#XZ'P1 MXKM]-^RV4EE)8?;7NIKMD?
&RX;*1K&Q=5%OER#D"0$]"KC.U_X6=X04*Q\3 MZ3ALX_TV/G'XTY_B9X11MI\3:2&P#C[;'T(R.]>(7'[4VHQ:5IVIVWAZ&\:[
MMVNY;5;Q@L<,9N1*ROY9W$_9QMR%'SCIS4MK^T]K=OJW]FW7ANUOIHHKZ>Z> MTOU3RUAEN5555AEV MQOOQR-X.,4Q['M,?Q.\(NQ"^)])))/^FQ\8'/>GK\2 M/"4OED>)=)
(D.$Q>Q_-SC^]7D=Q\7->E^'EMK$]_I=B]UK-U9_;+2X2>V\J- M)FC2*5_+0EVC6,-(5&6]<5RT'[16N0Z]<^:TU+_P +2\'+ MP?%&D(>$_B=X@^(]K8Q:Y80Z==:;K.F_:((T?
R2W)DB4,3C @\ MDG&>7Z]J^E5^Z .:_X6CX/_ .AHTC'_%^Q_P"--_X6=X/_ .AGTC_P-C_Q MKJ**!G,?\+0\'_| 0SZ1_P"!L?\ C2_\+.\(?]#/I/\ X&Q_XUTU% 6.9_X6 M=X08$_|
"4:.2$\PK]OBR%R1NQNSC((IO_"T?!^W(\4:1_X&Q_XU751_PMN0 M]_[$4?\ D=J[#_Z]Z!',#XH>$/\ H:-(_P# V/\ QH_X6AX0_P"AGTG_,#8 M_P#&N2\4?$#6-)^,_A_PS
ENNBZA#YEQ=R12%HI,3%(@P.W,OEG;GIY3C!++ MCU/[U '-I\3/"4BC;XGT@@L$'^G1#+') 'S=>#^5,_X6EX.W,O\ PE&D;E.# M_IL?7\ZB\>?\?GA+VUE3_P"0)ZZQ>,T
8DRH/^TZ+]74=Q7HS#(KYO\6?#E?B M9=:W8W6A7%Y;66N73PWMKJ<=H[%XD#(0RDX5]CC_&XD/:DQGIGB3XJ>#_#= MFUTES:7[1R*'BL7CDDCWY =ESD X//>NE\-
ZUHGBK34ETY[6YBC(+1Q,C&!\ M [6)VL,\CM7A:? 68W\ET="U21?(M[:*!]:MRL$<(0(?*W8XS@DCDXQ7;> M!=#U[X?KJ*6GARYN8KZX^T"*XU6W"0G:%VH$C48XR2N!CI6U
M]DB9=IB4J>H(_"N5_P"$F\5MT\'+_P"#6+_XFC_A*%0Z^#E_P#!K%_\ MA=/MU8%8(P-H(4#_]/I0NGVRL66"/)E8 >$%R?^HK%_\30!UCV-
O(V7@C;@K\R@\'J*8NCV4=P\XM85F>,0 MM($&XH"2%SZ#)X]ZY<^+O$O'_%(KD]/^)K%_\33F\4^*QU\'K_X-8O\ XF@# MJ&T^V$8C^SQ%5P0-HP,=*6/3X%.[R4#9+ A1P3U-SAF:-
Q(AD0$JP.X,,]"# MSFIO[/MRP8P1Y&2#M&>>M-69?NL1DCZ5'_9=GL"?9HM@!&W8,8/)%H_[BL7_P 32CQ1XH+$?\(@ MN1U_XFD7_P 33 ZO_@UB_| B: +=Y\-
_#>HZ\-9NM&M+C4EVD3RQ[L% M<;6P>-PP,-C/ K?-K&S*Q0%EZ'TKE?\ A*/%*KD^#UQ_V%8O_B:H$\5;<_ M\(+,_P#(FK_X-8O_ (F@#HKS0=.U"V>WN;*W
MN()%9'BDC5E96&&!!&,$'GUI%T&Q6]>[%I#]I:)8#)M&?+7<0OT&YOS-<^?$ M_BO_*$U?_!K%_\ $TO_DOBO\ Z$Y?_!I%_P#$T =.-/MU4*(8PH&T[*;!8M]*:VGV^X-
Y$>Y22&VC(SU_.N:'B;Q7W\' ?]Q2+_ .)H;Q)XJ]>#Q_X-(O| MXF@#IO[/M_)\GR(_)_YY[1M_*A=/MT$A&!K5B5_XF4;;F\X8'3CZUUX\2^*H_XHX?^#2+_ .)I M@=?FBN/_ .$D\5\5_]"2+X
MD\4?\+3D?_A$@)O[&4>5_:4?W?/;G./TKK/^$F\68_Y$U3_W%8O_ (F@#J]_) M1F+8Y/6I1@"N+_X2KQK%X%AOO1\V%8O_B:_X2I%Y\ M=A? _
Z(GKK.F:\G;>>(O%#WA*(;4/*F/]"YN8[J32[19A_)?6Q0Z (C#2I?W?Q8 M:)/^E6+$[[2DK%#YXKR9=73TWY"7I?+O X;XD=RB1N_S/(\M=K*!,G]6*H&,
86U3_P!+YZJ?)XL_;$YP?\ MP:Q?_\SUGRMC<_I$$L6PFUOMK5 7]7"I?/_D3)3QA_9,L5,P%!5:_YE@S0U>#7NJ3@ O%2_FIQC:Y3?@^% ,P ^5O *D7<"4!6A?T^
7_P &L7-KZ*Y#_P)E!O%2?7K3Z_/A]9YL J2Q>X_\G'9T)8%MB(W-!_/WK9@X=\$/EAF@- *E!_B_@UA_\ 35G;@?Y3K5F7_OC*:/!>PZ_\>%IO\'7@1:E2R
_8ME ME X_&%S)_P#L-W'^DJ6K@>/-+9Y+BP^BP@^SWEO=SW-RX539M;P1AK/9]H M?DM&-UT!Y>)&&#AJ>(C=)=+I5U:VEQ$]JT7F M-,'A\B)6&"$"AO.X+ \|[>OO"X_&E/RU-
BCP+1;'XQZAJD$%_YND6!T^&.:Y2 M6TD9IC-"9)%QG8XC\||;-K)P,V1C"U[PQ/CW!!:S,#(T= MNKA8\H6F%)6Y^^53YDP-P1SCZ9XI-HSG-5YB/!_7A;XDS?
$JPU3Q7<7$]C9:=< MO)/]FB1C$@2Q)D7ORE'(#$'1)TWX[*G]G|P+AI]IJ_R/2T.O[G$Q%&D+(9F^\Q8!.J1VD#WBGDDR7W)Q3[Q9&D%$J?2[6%GNPHXW'/&I=I6.\+ZSQG3'X?!--$6QYE]
MIT&O[A+U3 HCGMHU9@TBMB2W@D<[%8[I2"O)KO\ Q)I/Q+U3XAW[0_:X?"EK M1:>D$\?E2.5$LANMD+6)X) \|0#JI^4DKYI*L^T] PXS[[3>KZ:S MN+^_N9U^VV]Q-
:6,EM&45+D;D0D+E6B)8AF.2O'/!T_%FG?$N;6O$3Z5YCV$ M;2&EV\OC&U'[0\|2/= MI:Z7=-+)'=26K;Y3;2(TD8B'^JWLNP-AP"V<5[AQ1M%/J!XE]G^*375@H%\|I M^WRI<2L]EY
C\^(J^T?.8/)\T!1B7?UXPPPN^$=(^)UKX\L!K.J277N2AN/2HO. M++6UL?-NBI\T,Z.K(P<@KM1D*C&0>:]A'H*.E'2PSY\TO2_C7>%WQN;JY;3;=- M0>1+!>@+1@W;-11)Z.Q)2W(M3"T6^9MAF1D5%WK+2PY%!E0)O16"A3\ME)N(ABDQ;@G&%B]S<^
HOSD%7(*'"G"C5\)^%_B$$VB:W)?7=]IN]W]_9;KB M:6U>18D$2W+Q*J:<^$?CC0*P4@1C^V$G&G.EYPB?=/]?)&?)QEM^7\)/X
[I4LFL7DD=PT;)'8R_9" MCAFN^)2@/S!3:#Y6 X.<_-6I>0_%%6#5M,MK*TNI+7^V6-]Z$$>]2ZW$$>-KX;\|?Z5X?T:WLKFY5-/T*QMY+6UDMB\M MRLB"XPTH(W^4K!"2$W'FN?T%_2?
C0][N*7BEVBD(6BDZ4;J %HHS1F%@#C?B=_QXZ!_V!V/V$_|BN/+7$#'G*[L_$Y&1_J&0+HHU+1\|$5?2*7#=#5.Q$OU[;IM\KVM+ZTZP:QK^J*4*#7KWZAVLBR/F
VHH)9")PDH3H?+WC(_B\P'K$[!7J/\-'%0,Y?%Q6?$O^PPO_*3SU5., M5ROC;/\ :'A+_L,+_P"D@\|=70*3;2TE !O7-?#S_D 77_86U/\ ]+YZZS/\&!D6!5
"BBB@ HHS10 444?E^=|!11^7Y MT9H **%K&\%;TK% **@Z\FK?"@J]_P"N+_| H)KGOA+_D=$1,&CO@+(6N/\|]$@6R_]$_ZCO_7AUOPM@!FH!N>"!0]
M>$]:UH1:G8VVMC>^()X84DT&]5-E*PLK;JWWW@MV_]Z2_"^5L%B@N%];$>+>?;FK8ZVXG:/=]LIOR)/0C&O&^T2*TU(>]KMD_J&&5S,@,2PTIOTWM.Q_!+8W'
M:A:V4ETWC;PN5A@AN)570R2:]EQIJ3*|]G$&7OHX-LOSL&M>OX47P;8_SY.CTZSI9Q$5OF7D)=IOQ*O=#YQH>'6-^V*VE"P$ZZ5!8
M[R*_B=9O#FI.F)0O)AT7R$<1>]KXW-YOND0S(R2DK&OGRD][03SFHV2!6OI%_"UU#RRS3YZ8RYG/WA!UEO)K5[Q+/0PKI&2NZ]=9JXIL0H_3_WV.#Q)$1 =;MRX
YQTKS;Q'X#T3Q'^|,(X1I@&>OPMQ$(
-\|4$&G9ZK^6PVTMY1<JDVQX_KG4,4J1Q3AA.J,6Z@20XJZ^T(ABMD.O6^=13Y37CQ48#Q4LD9#*YN<.E4(SI4D[>AV@SF.>V.9PC0_WF>+
MRW_$HEP(F8JKY^W?=+*1GU%2R:QXFAN'B;QEX8 M4QH7DSH4^(P,'+';A>&!&>HZ=Z\NUKX<>%]4CNXX6UZ&&>X6X$,GA'4RJ[; MN6X$?R1H?+S$,RE01T1T4Y!'-NT|%^^%--
T|V]@NN6\HF:8;O"&HO&29K:5493#N M9!]E5<%LE6//>EJ/0]!UCQ'XAT;\XAT/1-0U6X\|:^%?L=A;BE=#G8++#@MNXO2> M0#CU[5+#K7BF:))'|7^%
(E&$EW:/,"DAQM0@WO!/H>:X;P_X7|*Z#X9\4Z0W M_"271\1*9N9F\|7P"?N5B(1/LY 7Y2O0\|.[K#L_A[HMCX[N_%/]]H^)+RJFO
MUO$@O/"&HR0JH6X0(5\H9VK<84KMQY:D@G.6A'KLEYXK6RFNQXQ*_9XFVO* MVBS!%(.""WV[.>/K67J/B_Q@K%UK_V_|[Q8B[PPPT&DS+;W2L:@D%1W M%1Z7X%\|)Z/\#G4O"
<)\336JY<6UR9KGPMJ6=T"P!0VR%25)MP3AE(W$ BCH M!Z%>^(O$&GW-G;WGC;PE;37DBP6T;::/-NED*LVU1]MY)"G'TI;C7/$EO'%)_ MPFGA>43.$C6+0IW9SN"':%O23AF
)Z#OC%>4GX7^&%U2&&^M[GQ!;)<6LXCC M\'WYC006TEL(TS#N"F.0GYF8A@K9.#E=-^%/@[3]#M-/"ZZC6Z11K<6_A'4E
M<[)X)=Q+QN0S"W56((&#P!C%/01ZW;ZEXHN&0#QGX4%T4 ,S-HLP4+M.?MOH#^5>:>_!0AKP;KMAJTK:_J M%S8P&S%PM[|#,7@;W\|JM_H[P_D|#\#%L..
.*Y^3X0^'U\0ZUJ]KKWC2C2)]0D MDDCM9O#>I206VYPRHB^2"%4-<(I4[;A)A$$ T:#/3K/Q]K5YK6H:8LP0C/PO\ M:+3.X_Y'"<[O8UT[6/C_P I-FO^&WDQ\V=#Q\|V=#N /?'^F&
MO$+3X4Z!IWAU].M=6!\|L4$=Q+X3U M"\<5G&LJ 0KAQ]B5ADD9VAVZ +#IGCX[O,U[PXG]W:HEPWY_P"F M"B33?'X7]WK_ (<=_Q:%.H_]+#^4O"S]](Y\$/
^ M?B+_ ,)K4O| XQ2 K_V?0_^@UX9!_[ ]Q_|E5- 9?CO/ (Q>'@/^P!#) MM._X6=I'_GXA_ '1 ".;U'_P"L_|.
 ^%GZ/\|^?GN7(M^C/_PK8P2 4X19$<&^%E"J+WZB1I$2 P?=A$5NOH4$,3=W9M?[ZU-&$9/2&P_/F>`4&I8<%
M@!G]E^.O^AB/_A$Z^$*K:T^M\$3S-DBYC)K\1-/K^*TM+N+I_VZ$]_H67#N%.K-2_;T-E/\.H%L4]T#)T5Q*?*]^%
ZO\$/&PZ5/N'
O:I ^A=LA7/5%SD9;-1!+5Y#W]43Y,<-5K8*;_DRQS,\2G]_T&H(\.T65!$;I<8\Q5P=R@Q*B<#"^JC]*L)G$*=
M@!G]E^.O^AB/_A$Z^$*K:T^M\$3S-DBYC)K\1-/K^*TM+N+I_VZ$]_H67#N%.K-2_;T-E/\.H%L4]T#)T5Q*?*
M@!G]E^.O^AB/_A$Z^$*K:T^M\$3S-DBYC)K\1-/K^*TM+N+I_VZ$]_H67#N%.K-2_;T-E/\.H%L4]T#)T5Q*?*]^%

*B|ZXAG&%SR61'#CHC1D|'=3H?%WQA_X M9UNXKZPU&W\5V(T-4O;&QN!41SW$KW2F./Y/G" 8Y#O7*GD \5UGC#XY>#/ M-ZEIKVK#3YVMC>*'@E(:(=2I52&*
([@_AOXJ^+]Y\2]$A\1V M^N'1+G04-ZMQI[Q01R&Q#L[L8516\X,"/,WY?'E@"OI;X0C;\) _!8Z_\22R_ M]$)6O<7D.I>'YIF EHIK9I%)!'RE,C@^U97PD_Y)3X+_ .P+9?\ HA*2VL2=
M7VHHHI@%%%% !7' _[YD\4?]ANX_DE=A7'?#O\ UGB?_L-W'\DH [&BE:DH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@
HHHH X[XF?\ 'EH' 8=T_P#]'K78UQWO,_X\M _[#NG_M /H]:[&@ HHHH ****.1'} 6' [B ^CVKKJY$?\E8? L"+_P"CVKK] "BB MB@#EO'' _! >$ \ L + _.D\]=0M>NI6@!:*** #
M%>2Z'\)O"WBZTU*_U33H[B[N+_4K>:3S77S(Q MOE:X^'OQ*\5>/M9O/#VKMI&APM=BVDNM1N%MWG^UZ]DD?V:)@&R9+5FD;:R^ M6A3<P;A\#?
%WI=]976CV_P!EOT\FX5;B1#(&E63&X,""9%4\$'(_ M"L=OV>?A=X5LUU";3(I*VTV& I=7.HSA;.*W. ^/:[2?NU4@L<$ \[LY->:^' M_P!F/XAMI]N_BGQI-K\[:7-C+
6BU&;YEW'CYFB>%%?:2IB & /6_ M\0OB@!XP^).M>{8AXB\KP[]<.R.U:42+F-8P(%3R3 @\LKY@.WF??R=I&VIUN" M]3:OO@S\%M:U?1;&ZL]-N-0M--33+&S_
+1D!:T$<@1/+$F)!YZTR>>&58DD#:I=Y?RU94);S<[@KNN[J0[D@XK)^+7P+U3 MQAKM]K7AS4;?1=6?PU<;/:.A|RW,5P\T3QR"51N4!4<;@<'J'M.\00Z5]WAVTN+6
M34+6\N%8^8R#,<@ =FW.!D#--N^X6M:QZC)\#? 5QK27*Z:BW\%I:VA$ M=W*!Y$#!KV,<,9O9=S1(Z.2] M>9SABF6QGD G!KR>Z_96^),=Q=SVOCV[CNKI8H);^+6+J.
[>WCNKUUB\XJY& M(KBW&XAB#"PYW;JW-5_9S^(CS175EXVGFN1=WDTOVC5;M/,ADO+.2.!&7/DC MR()XRT8&#+P"":22EH/?1L]@T_X-^#=+?5I+7288?[6L?[-
OE65RMQ!F0A&& M[!_GBXUK1_B-+HOA22YAD&D1O+Y@CV1M.-P/&98(\ M?P2S+D !2H^]OH2;7AG]F+X6?"[P2EC?65K- FG/I=[JF]7+!B*5(8I-[%\ M+N$$(7&W ";<\]/;?
LY_#K9;G_A'+>9X8)[=9YY999BDT@DE#2,Y9RS#.6) M/) (!(/AFO?LG_$[QAX1O=*U3Q[(CS6S)#&=6OKF**X'V#;*QO4-]3!E_9E^'TE]!O&WB(Z]JVC^?]YM#8F[CNYX6\DHZ%
<(ZC[LCKG&<,1FO15YYI: M=V*R,8;/:Z!X6;3K*)8+.TL_(AC4DA$5-JC)YX '6LOX19_X53+_4%LO\ MT0E=%K' ""; W_KB_P#Z"::Y]X2?]DI\&?]@6R _ 1"4AG6FDHHH **** "N.
M^'G$GB?_ +#=Q)*[&N-^'8S)XH_[#=Q)* .RHI*6@ HHHH **** "BBB@ MHHI",T +10.** "BEX]:-M "44I%)0 4444 %%%'?-%- %%%%(HI2>*2@ HH MHH **** "BC-)D4
+1110!QWQ,_X\M_[#MA_P"CUKL:X[XF'%GH' 8=L/\ MT>M=C0 4444 %%%!H Y$?\E8?_L"+_Z/:NNKD%/_ !=B3_L"+_Z/:NOH **3
M;2CB@#EO'' _' P"$_P#L,+_Z3SUTZUR_CC_D(>'>PPO_I//73T /HIH-.H M0US7P]_L&ZX_P"8MI?_ *7SUTU,4E% " M;11Q2TTF@!1BEQ110 #TI3BDHH *.**7=0 F*0KZ<4N:*
$48XI:7-(6H]M:Q_R";W_ *XO_P"@FN>^$?] R2GP7_V!;+_T0E=#K'_()O?^N+_^@FN=^$7_ M "2?P7_V!++_-$)0!UM%%% !1110 5Y'X;!?#P_]WBNS'A_7=0*ZU.QGL;+ MS(CE4.
V1DUZV17S/\00"OC3QTJ7G^$#=.MGKFI27*6]V($>39#Y(?\ >IE2 MRL"?GP"?E;I0-'K?_"VO^!0\5?\ @L_^RH_X6T.A\(^*<_\ 8,_^RKS7SOC? M#)W_$MY
M_P#0[%^+2L#CPGXH'UTW_P"RKROQ)8&_&/Q%\):26'DV$5Q*#+#-'[Y;IK8R M8DW8V&T&8 .=WN:M+H/Q3:YO;V"2\6^G$$?F736BI#M^'T3R40X:,>9&5.@+
M'OG'!YCL>E_\+6!_YE/Q1_X+3_\ %4W_(6TN87366P2"*T18R%/%MN%WRG[W"H>23E"/4C\5\8_XI+Q1_X+#_ /%4 MJ_%@/T\)>*?_ 6?_95R/P[M_BC<:MIC>)
[F>WL1NEO@RVN6D\L.Q)Y>?W/F M&3:>'PHR?7"T_P (_$_PYI/B!-+N+LW$\\UQ:)YUHQ>:;_G)E9G0Y"6X@(0D M?>*@\#: >F_\+4_ZE+Q3_P"'"S_[*E_X6F/\ H4_%
(_]AG_V5>91VQQINRRG MO$+;(>MDM/)+ 68D7>!OP=]\2Gt:=(- M4M:>1M4DC9HDV!?++&0";>]I I(<,QPIR["/OO\ A:R@@'PGXI_\%G_V5*WQ M6' 0I>*O_!9_]E7$_$]O^(]
[XJ%SX=:;\%K:RAK>)3:BV,9MV5V^<^8TX=WVJ MW]KA2?6L75!\;&MF_L^2;S_*D$'GQV*]R%9]CS\Y%P&\CA/W??CK4K7H!8CT_P#X6RI_YE+Q5_X+/_LJ7_A:@QG_(1/Q3_X M+/\
[*N*\,^&?'6I>"M6AU:]U2QUN[UBRN$NYC9F:&)$M/.*+'NBVAHY@%%8$ MD.6NF_"3]5U;6+:TCN M[Z]%M"]MJ%Q;K;QI/.=S $)(CR%C&[YSYVXYVY'1K!\8[W6HH7?^S["2*Q%Q
M<1-:2>6^8#*O_ M 6?_94?!\+3' 0I>*O\ P6?_&5=ON'K1N'K0!Q' "TQ_P!"EX]_\%G_-E2 M?!\+2_P"I2\4_^"S_.RKN"WO2:J .(_X6E_U*7BG_P %G_V5)_PM'_]4O%/_M (+/_L]ID-[T;AZT
<1_PM,?]"EX]_! !9_]E1_PM,?]"EXJ_P#!9_] 95VY M:C*?] P6?_&5=SN'K1D>M '#_/"U!_T*7BK_,%G_P!E1_PM4?! 0I>* M?_!8?_BJ[?+;KXR:%]-A../"$_6_@2\">9-B:83NJ!9
M&X9^;>AP?+X]05=]CL*/(_&7Q066^\+M_PBOB=!']RM\VFG+?N)A@?-R>?R M!KI/^%I#_H4?%0_[AA_^*]_XW95U'PEZ?VRO_I//75[A0!PW_"TA_P!"EXI_M\%G_-E1_P
+2"_\REXI_P#!9_] 95W%)NH X<_%48_Y%+Q2?\ N&'_.*K MF_/Q2$&AW2_\(IXHDSJFI-N3320,WLYQ][J,X/N#7KA9>M* M?_!8?_BJ[CY?>CY:._'_.%I?]2EXI_\%G_V5_^*0'_I>*O_!8?
_BJ[?=2[MA0!PY^^@_P"A2\5?^"S_.RI/^%]2EXI_\%G_V5=SE>]&\10!YW]WQ5'IEW MBGPCXJYA?G^S.!\I_P!JM;X.R>:)\)/!+;63.B67RN.$?nSZUT>K,O]EWG_7% M_P#T$U@?:',
_JOP;_V!;/_-$)0!U=%%% !0*** $;OG37DM=-\17M[=:# M#>VE]XAFM[_5ID)-MH/W*1 H@/WBQ&[@ @;B-V:^C*\V*^$M%\1ZAK-UJFE M6>H7-CK]Q+;RW,*R-_.[L[D)'RG*JV=[5"8654
M52G'RD"",#'38OH*GC^'OAN/3;JP31-/%E=01VL]N+9/+EBC7:B,N,%57@] M!3NM=!:W/%)O&G@2U<1S_#W7'H)3$&"W"1Q-YQVXM]K7 (D^=>2-G.=^.:H6? MC?
P?;W>HQ%)O^%?SZD;%OL3\4>;<,T:1"4>=EG>239^Z#@$$9) ^;O>)?ASX: MN-/\-C+H5A-:;-AADMU92NT+@Y']T ?05 OPM\(K=(&_-3 (SI0FMF+0R?8X]T9
M(4$J<<'"K^0J7N!XY)XJ^&..C ;F]*W_)W(-BNUIPXM9+DH<3;0P6%U(W"K6SN)) M/ .LW7V6[DLGSMXE6&8Q";SY8FDF7=&AMY 1]_[N%.X5!-\1/AGNU'[+X4O]
M02QNGAFFLY8G18D7+W.?M'S1#!"SY\&S-><Z1_#_ ,.Q27CIHEBGVR1Y;C;; MJ/-=U979N.2P=@3U(8Y]O9_##PGIXO1:^&]+MQ>[OM/E6<;^=N$N#8'.7?O!AX$LO$=YX"U
FZN;BV%A;3Q-.ODK.[R$M.J:0EO(?O:N@"UM UXC\#6V]?8QX&U67_2)H3-&T6X8IA;8$\W .PS/L QO^4G:!@GU;5/A5X5U MBPM+&\I^QFL+:]?
4$M&A7RC.ZR*SLG0DB5SSW.:NWOP_\.:G=65S>:'I]S/9 M2M/;236R,T,C.'9T')RL7 8D=3S0!_:\]2_A^UG<2Z'X6N-:E-LLMM#"ZH9 M&,-Q*V3),H"QBVD5N.O!T.AZS+9>
=6NKRR\R*&9HMEI&;B&W%K'=RZIO5;5$9_+)RTH9MK%-VQ6V^8A. U85UXY\$6 M]XT1\ ZI%#!'+-@O=>^'.E^&M9UR_\ #=S8:?I.HC3[EYB Z[F54FVB4D1, M70[J3@E6# $'->]+\-
?"RQ)$/#VFF.-0BJ:5" H$BA>G0":88Z8D;U-2Q^_?# ML.GW\BNB:>MG?OYEW#IF39.W'+C\'S'@=?04@6 /7QIX&U^XT^'-.O+GP3=]:80/YDL MS?9-
GE,TX38WVR,@LRG&=V"""*]VD^'?AN154Z'8;5I8? 7A^W$(CT>QC\]DJT>V!1M*B,*1QQ@0Q8]/+7T%-V>Q6AX%K(C]P+I M$_AV_/A*XF\.ZQI<=_\ :
(C^_MFDGCB02(91QND"G9N(/L"11)X#:_$;PDE]>B]\!7\00YAL(Y(FNBFQ6W-_I'E]G:_?[NWJ4]"#7]NF_"GP?HZ".Q M\,Z5:1@,-D-I&J]YSP!WR?S-5/#_ ,'_YX=N/$+06?FV^ND_;+.X"M
RG= ME0F,$'<1SDXP,X ?<9YK>>)?!FGWUQ03_#[6$NH0B>4'MR7G9K<>0I%SC>/ MM41))"GB|MO#^FP782.,3QV!']J,K(,XSA2B$>FQ?05HZ1X;T00Y MKR73[&"SDO)3/<-
"@7S)"22QQU!))SZDGO4B.1?A1X3:C^QX\|_723_.*I MW_"I_"?_$!H_P#OY)_\575]NWI3J8')?]I*G\)_1 :/_ +^2?_%4?!*G\)_] M :/_ +^2?_%5UM&:.2_X5/X3_Z T?\ W\D_^*H X5/X3_Z T?\
W\D_^*KK M:*/(_B1\+O"\%EH9CTF--VMV*-B1^5,RY!WJZU?A/X3_P"@-'_W\D_^*IOQ M_X\M S_-!VP_\ IZUV"B@#D?\ A5'A3_H#1_\ ?Q__ (JO/O%5CX9\/_$S MPUX43PY;R?
VTDCIK#&SU.[IMY]PK.O/#>F:C>I>7-C;372E M"LTD*LXV$LF"1GY2S$>A)H P(_A/X398^-WGL,_>KK5^$_A M-?\ F#Q_]_)/_BJ1<_\ "VI/^P(Q_I0U=?0!R)^$WA,_\P:/_OY)_P#%4#X3
M^$^G]C1_]/_BJZZB@#RKQ!*_"T=]X65)C02:NJOB23D>1,]0*ZC_A M4_A/_H#1:N8^'N?[!NO\ L+:G_P"E\]$7_"I M_"?_$!H_P#OY)_151_PJ?PG_P! :/\ [^2?_%5UM%'(\ "I_"?_0'C_[^
M2?\ Q5'_J?PG_T!X_^_DG_,57744 /\ [^2?_%4?!*F\ M)_\ 0'C_,_DG_Q5==10!R/_J?PG_T!X_^_DG_,52_P#"I_"?_0&C_P"_MDG_Q5=;10!R7_"I_"8_Y@\?_ \\D_P#BJ/\ A5'A/_H#Q?\ ?Q__
(JNMHH MY'_A4_A/_H#1?_'_P#BJ7_A5'A/_H#Q_P#?R3_XJNMHH Y/_A5/A3_H#Q_]_M_)/_ (JD_P"%4^%/^@/'_P(_)/\ X]NMHH X?5OA/X3&EWA&CQ@^2Y!$L@_A
M/^U5CX/P);_";P7'$"$71;/))_Y8)W=-+]W_(*O?^N+_P#H)KGOA)_R2GP9 M_P!@6R_]$)0!UE%%% !112CK0 UCQ7F/A3QA9:']7BFUN+7599%UF9B;/2;N MX3E4(^>,)ES@],UZ?C-
?.'BS1O&?B+Q1:V/A2[GTZT_M_4)+^ZCQ?\+(TG_GQU[_PG[_\ ^,T[_A96D_\/EKV?3^P+_\ M^,UY3;^/OB?XDTS7O;::*VAFW@U%K::[TJ9II#%%;FW549Q\[O)-S\ZGROE!Y M-0S>(?'L?
BBX:/3[^;39+F!K>/[+<1^:#=P"1RQ;,0$;I=C<8##!"M0KL9ZY M_P +(TOO8Z_ .$_?_ OFE_X6/I?:RU[_PG[_\ ^,5YSX,^(`Q'UBXMWFT2 M.WLU:$3M/I5Q
[[GMED55>7*^7YVW$$,(L@8K4T'XE^)-2^'_=3:1-#XLM M85DELVT^95VM*\?F1Q.1(XQ&[A/E<@#@%AD%8[%OB5I2]:+7A_W+[_ _&:/
M^%E:6W(LM>Q_V+]_P#&:\>U[QI\1O$5GXGLET66*VBC"6,UK:7=M>_#7XR:MXDU*Q;4[0_P!F7T3)!=6VG3Q!;@7#Q^5(78@,$"DA"P&V M0E@H&KQ1ZE=V=Q/-&I^S3W4$,
^O!&6W1QN('GXV8))8G(! M-/4H9)Q(TO _)!=>_\ "?O_/XS0/B1777[#KV/^O?O_P#XS7D^B?$SXC\P MUE!<>%HM,N)?)6X6;3K@I:AI;9?,W^8%DRDD[% 08S& Q.#G/\0Q*%KXB^ M/
MN[^[\/9T6"ZECEDEM)IE0S7&V0$S %=]PX4X!,@ 8<4[7$>TGXE:7_SXZ]_MX3]_P#&:/\ A9.E\?Z#K_\ X3]_P#&:X/X:?%S6?$6I6<>LVBBSO[*UEM+ MRRLKA())WC+2Q[Y.I4JQ
.%')R"*Y_6OC-X]AM/$<^E>&9M8-[],EC;"WTF MY")/=(=QWYD&V"']Y&-H:;!P!D(#UL_$G2\?\>6O?\ A/W_/\ &<3_ (61 MI7_/EKY_[E^__P#C-
>5R>,OB:UGJUO:;,\$?DWRVT\EI+),DJB=HG!+X8$I& MH7;_ !C!Q@&YKGQ$\;>%]#U/5UT^'^S;.SN[LB\LYUDE8?;6BP6D'EC!S;90 MC.)L97BAL76QZ.WQ(TI1_P >.O\
_A/W_P#\9I5^).DCDV.O# _N7[_\ ^,UY MA;_$+5_BO\%=:CTNZ9/$50NK2:9;31^4K7$D:@ MN$FR,[@K'!Y!P5)LO2Q\ M0+&WFL8-
+W:=*DT*%HIWN6.V!97$ID]8K=0"/^6PPPX%)Z;%'I!^)6EC_ERU M[_PG[_\ ^,T?\+*TO_GOUX?]R_?_/QFO+1XM^(]]K7VZWT:0+I\UQ9M:RVD
ML<5XINK=8WC+."#Y9=O,9DGXE:6.MEKW_A/W_P#\9H_X61I?_/AKW_A/ MW_\ \9KRKXB>,/'UK\1)DTO2+LZ9IQ"PM%IUQ/%++#)]E$D[,K!9&3?<8A7#' MR&..>>V#1
MVMC/;RPJ1:2.S$RN" 99T(Q_RQ/N^7H,]/'Q*TG]MEKQ^F@7Y_\ :-!^)&EG MK8Z/\'Y?Q_\ XQ7B>E^-/BOX/T6T2'PE>>
(3,B,_G[O.A(CC5@26&%2]Q+NR!D9Q4$:^.+/P#XCG==834$U.PEMF6"6XD\A; MX&3;&IW.OE [E7DKFAZ.=M+GL3?$K2@/^/+7@/\ L7[_/\ C--_X65I1X%G MKW_A/W_ _8KS'PW\1?
B#XEN(=.U?PM;6P-6/5!\2=+_ .:'7_\ PG[_/\ C%!^).E_\^.O_P#A/W_ _8KR23X MN?$NVTT2?\(A<7-U-\@BCTJY40SEHIG$R\#,(R?0#D]J[!?B1I>
18Z]_X3]_P#&:@^)R!K+0"1G&NV!_P#(MZUV*GM2 Y3_A9.E' EQU_P#\)^_ /C-+_ /XS74+D M=ZC]EO\;GQ.WQ8\-+IPOCX89/^)T* JKY;R-IZX+9\S'11'TSR =1_P
+*TK_M)\=>_\ "?O_/XS1_PLC2N]CKW_(3]_P#_ !FNI7G%.H\HC^(VDGXISR? M9M;^71D4)_85]OYG?G;Y.<<=<8KK?^%D:7_SXZ]_X3]_P#&*A51_P +6^-/B-
IC7WA5OLFMJ%U=2=^A7RY_<3# S#R>>@YKI_^%DZ7_P ^ M.O?^$?_/QFD\</_'+]_P#_ !FC_A9.E_\/CKW_A/W_P#\9KJZ*_4 M_P"%E:7_ ,^.O?\ A/W_/\ &:/^%E:7_P ^.O?^$?_?
/QFNKHH Y3_(65 MI?\ SXZ_P"_P 9H_X65I?_#XZ]_X3]_\ &:ZNB@#E?\ A9&E_P#/ MCKW_(3]_P#_ !FC_A9&F?\ /CKW_A/W_P#\8KJJ*_5_P"%D:9_SXZ]_P"$ M_?_P
8H_X61IG_#XZ]_X3]_\ &*ZJB@#E/\ A96E_P#/CKW_(3]_P#_ M !BC_A96E_\/CKW_A/W_P#\8KJZ*_4_P"%E:7_ ,^.O\ A/W_/\ &:/^ M%E:7_P ^.O?^$?_?/QBNKHH
XK5/B1I3:7=C[#KRDPN.= OP/NG_IC4OP?F M6?X2^"!$SM;1+(C*D?\ +!.QKI=7_P"03>Y&?W+_/H)KGOA)_R2GP9_V!;+_M_P!$)0!UE%%% !1110 ;LUY'I_Q*\/>
+K78!=OX[!KO6KDPE5&VMAI>,\@8_M&&FCZB3T:T(/;.*^?=6T*]4:AK]G>>$/#>OZ5+$KMRUM)K.LR6S^8\I(C<"-; M=QIV1Q\]OG
.*0'17W[1VAK$TFGV]UJD7[MTFMK>7RWC>:&/()3);$ZL% .> M #D@5?C_ &A_!RR6_G7TB"X5'CVVD[D*6C4F3"8C^M+6/5O7BL5?_B"-H MO)^'?A6(1%2JQ>)KE%X:)AD"SP<&&
(C/|P>]0R>!M6C(1_ASX01YE:$#_A(I MP6!9)"H_T/UA1O\ @%]+6.D\0_&>U\'^*M5L-?AM]+TFQM[2;^TFF9S(;F2 M5(D$83.=T,F>> ,]X;_ ,-$> UMKVX.K2"""TB:::5[&X5]F(-
AC'AB//AR M%%O\'6LKQ+I?B;5A?+^M]V!$GQX\+-:: MP6C7E]<)7B64?DV,VPL71"P=E"\]JF1-Q4G&:M:U\;/"^A_Q%<:!?ZF8]8A2% MGLTMI9'Q+*D4>-[',7EC'&
<;@3@5RR^#_$D4,,*?#WPM%%#)YL?E^)KA"KEX MY-P(L^#NAC/_&]]UX%UNZ\13^(KCX=^%)-6D,;274GB6X/,;Q.A ^R8!#0 MQ'@=4%)^0=3H;']H+P'>11-#K"B*2_7348P2
&X=E"H/E[EQ\W09.2,&O3(U M#J&KP8?#G4M0%A/_,*!|*W$51+KGO)7@>$_#?\ X4&\?_M]C)-_P#(5_'=1V14*[8U"],@]*=|N>O->?+XF^(32/&OACPR9%ZI_P))-D= M^?|
0O>DMO$WQ#NU+0^%_#$]@E2R>)9B,@X(_P"/+]"""/PH]# 'K2-&)#S7 MGO\ PDGQ&^T&$>%O#)E W&/_(26;=MSC./L73-2_P!N?$K_*%/PW_X4,/'VEK&]YX;\+6JR/L1I?
$TJAFP3@9LNN 3^]JW_;WD N39'A?PV1_V,$_#9_]F:,_.0J3^W/B7W\ M)>&Q_P!S)-_\A4 =]Y8#:EZT]:#?G[>(/B/&I+>%?#2@)? MB+&T:GPOX9!E.$\]23#<<$X'^A>@/Y4 >A^6.G\-
)L[#I7G9\5?$-9EA/AGP MN)&^ZA\2S9/T'V+V/Y5,VN?$M?\ F4O#?X^))O\ Y"HW [[;M^E'3H?TK@O[M<^).//^14\-Y_[&:_?"0J3^W/B5_T^7AO_PD\O\ Y"H [_;Z%*%'?DUY]_;
MWQ+S@>$O#?\ X4DW_P A4O\ ;OQ*_P"A3\-_^%'-_P#(5 %_XEL/L>@_]ARP M_P#1ZUV(QM%>)_$;6OB(UGH?G^%O#\6-:L2GE>()7RWG+@'-F, ^O./0UUHU MSXEX_P"12\-_^%'-
_P#(5 'H"K32!FN!_MSXE_]"EX;_P"DF_^0]7^WB7 M_P!"EX;0_P!C)-_\A4 =[TIPO7GYUOXE?]"EX;_*;_ .0]/[:_^)?\ T*7A MQ_PHYO\ Y"H T!_R5]3_ + B_P#I0U=AQ7B::U\1?
^%[2G_A%O#_)_]C(/+ M_^7^79M\]N=WV/.<]MOXUU:ZY\2^_A+PW_P"%'-_\A4 >@4GXUYXWB:XBK)L/ MA;PR&SC\!2S_P#I%4O]N?SPC_D4?#>^/^QCF_P#D*@#5]:_]?_A/_L+_P"D
M\]=2,5XWXSUKXB_;?"_F>%O#Z,-63RPFORMN;R9N#_H8P,;CGGH.*Z7^W/B8 M/^91\-8_[&2;_P"0J_/0>*3CO7_?VY\2O^A2\-_^%)-_\A4O]M_$Q_H4O#G_M
(4*GAKPXRKJ>I.WF^(14*DWT^[C[&> <@'N #@=_>5\9I:[\.S\0NPCTOX@?#% MO'6BZ)9W_P!CU>XL-6M;YIKZ!0/*28-(BC!Y* K[]^M<%8_!_P ?:1XRM+RW MU9+?
19+X3W4.GW:0LP$5FBL5*X=0(+A2A/20')/3SA MD58/,O=DT0-HDH9XA&Q$18E?,&?F8#;7%_\ #3OB"^6+4]71;7[#"S7,NG_; M/WTEM_9?VLG=Y?!#Y52!AMI'RXS4K4'H=GXD|
^/]4\57\MKJTMII,MU"2T6 MI2TEOYULS(B!<0LL<=PNY3EO-'X4?B%X5^(FO>--03PY*+O]IB2QNH5F\/A(YKDQ1Q_;AY\|9O'M5>*+9E MV!C,CH#\B,IR22!3M?
VH+W4646/A>WNC|HM;=Y8]4+0|IS;!-LBPG<5-T XP M-I1L;Q05;7%X0?$2TM=00$U&W.L7<,A4M>2o%8RQ+B*A:R)&AC9@0S#)! MW'-)!\&OB-
LCZC;ZKAMGQM1FOITM[^5.![IBZ?$:+$'R\K+"2 .3'@YR<]#X MC_;6MO#OAWPGK#Z+/<)KUF;T6D,F;B)1'O("[<.$SR"P'3,VI> /K']&I2BTOY=(L M7CB (UB;9E3$(>'|'W@5F?
S@=YW 9QT9'^TL8[Z&VOM#6RE,EB)8S>B5XH[F M(L'PB$-B0"+:I)).XI5Y,L?[05[]NEWDMKI$:+#9RW9NK>|$Z*%CMV51^[9 M\W(5E) 78W)XJM=Q!H?PY\?),UKJ^M7-
S;"ZMY!>0ZM,KFU0 -;[!\Q92OD MSN8/MSQ6);_"SXEG2V:;6KAM<\K4+>.]DU5_*B>2.(1S*H7)4M&WR-_JR^5' M KH/#?[0TNK:O96MYH*Z78W=[-9!>W&H1L?D4D$QQ"RD[6X;
7')Y&6_$#XL MZIX4^(DT,30X?MM)MKL!I1$KRRO=F32-GAP-%]=S<11-]O52D<,L4 M;NV!5&[,NX*'?E1CGM3YK>Z W3?"OCSPCKEEJ5K725\M(#=:G/%%,C6|8=(X
MXQ\A5R[^:#G<-O(S72-\79O$/PGO/$6D)#%]&0O%]K8".9)_*V$F+E2>0XR<$?+GBI<>9 M@0:E\(?'%]I.ES7&K-?:U"RH_F:E,($4Z6;=FV[<-_I+/(>NVMGPK\/ M?
&L7C8:AK5Y;G2:6]22UMXXF1]JB"ZB9E5N%+"6#@8&5?`&:&A?'C4/%Q" Ml-:*EA#IL5R9?M<+W(EF8BV>0%5V#]V&4#S,C)&,5C>`_P!I;5=8U*[FM=="A MOK5I=
]R*UCOOGMXH[>.9T^|(^-YO#?AJVM;R8W,"2+> M-<:BRRI(P_=2,Z+^^$9SE&X?C.\USEG^U#=;SJ26^E^$Y+]"6**6&XFOD@# M+-*ZV[[67=L=0C;@&*[P".":
[WP7\5H_$MSXAMK^'"'3+O2+F2%H1<^:9(U&X M2@A0,%><#) ZX/%-]6+9Y_9_#?XMQAE7Q+!8VUTLOF037DUW)9LD"B QRLH+ MAIR[ON'"[5&<8I+?X=O,C RVPQ
MA&.X_+@\9!DT3[|"7Q%I#:I:>&V23X6_?R+9NVG:<'>I MI^D_'36K[P?=>(HX-+GC?Q'9Z9&OVLM##;S"V#'S50;F!E?L #QSCE(&;0M=;3[!|2*-+C^T)(O*98YED7RE7#,
[O"_F=1Y>[CH>?O/VE-1 MU?\ LQM/M([']SIK9W6.7[1^Z>YM4:)QM!2;;,P*<[21SWKL_AQ\:M0\?:MH< MK+(1%]E*XVC&2+D@[<$&,]AS7*[7&6]0T74O# _A/P_9: MK>/?W,?B:$I-
)*TK^0U\S0*SMR2L1C4YSR.IZUZFO05QWQ+_ ,'/0\ L.Z? M_P"CUKL%I .HHHH **** .07_DKDG_8#7_TH:NOKD!_R5M_^P(O_*4-77T M>7>)OAQJNK?/%
<$EQ_9FGQ+%)9.S@SMB<"4@?+NB\P:,CGS9.F%>H+^7 M&*=Q24 $O^PRO_)//74K0 M%% M%_-P*^9=6^[^O>,M:U;5]/U9;"RU&2\T6]B#LK-9_VG>27 7"\,Q!O<_ =>
M3IP:^FC7-?#U?)=+_| 86U/_P!+YZ8'B1^$?Q2L[":UM_$=RL<<%G"D5K]) MAB:-(HUD5/D)CD#HYW#A@W/7Y>DD^<7B-OAEXS\/WWDZ_?ZG,9;.34+UP"3%
M$%=R$.PK(C/M12.!C&>/;L=L<4;12?O ?-WB[X&^)/$'C*;6ETS2Y8EN!=W% MK+<|:LC"V_T68^7PL9A=E)# G9P,G%_Q5\#===U0>&(K.WLVO-/\ #TFD7&HW
M$X>/YH'0HL;1EE.\J1(C*<%@V0 I^@]H]*3 H \%NOAGXC^'_P (=*T/P!YN MHZO)]=O+>>+9S+895F7SAYL2*P48^^07(')-.\%_#'XD6NJ0KXB\3W-];)<6\ MD|\5\Z)<1I$0RJB@-
&?,QG! 8,>U' H \(I8>$-B<7B(JQ1)HU;_<6. MF'":(6ZM?NGVB,)9EHXD Q#RMSF0'+,?W@<@7X;_$]STE%MO$+W6J/?LWG7E_ M(T4=K]G\;E-4"X?<^ -
I8@D$8V^[!1G-.H>]L.YXQX=|_^.XUTV;_U66W-O M=+,+5=3FG"IYMMO1W.#,"D=S@.#M\[Z K[*F57!ZTZC%(09HHQ13 **** * MFK_\@F]_ZXO_ .@FN>^$O_)*?!G_

*&!;+_T0E=#JW_(*O?\ KB__ *":Y[X2 M?\DI\&?]@6R_]$)0!UE%%% !110* $KS;PSXFT3P[>:U%JVJ6.GS7>O7"6L= MY<)$TSX080,06/S#@>H]:]*KP74/@Y!\4O$%[<7NH36NG66HZG:W-O;H@DN% MF%O\HDO0?NN=N#SP1B@9Z)KˆQ8\$:)I1G+Q &15 .2 MZY&5'(R...J?\+ \(W'BJW59[2;6%AV0LLB%O)DE1"5;..I?R^.IP..E9FD_ML\>'M)AU5!>;G=2;E#=P3374RR28N8X(Y&!*?>Q;1D$YY+9SGB>X^ NA7&H7 M%Y+=W|R74R7%RN^,"9TGCG7,$R 'C'3'#'VP].HO0Z"W^(G@Z\FM((?$&BRR MW,K0V\4=[$QE=2,]@#?,02O Y&14TWCK04M=-N;>`^M;VSU"9X8;NUE22*1R M2.2X,.!8GR?45B.?0/-&N!GQPP[I7A]Z$Z&_ ,+(\(2+ T.MZ31,#%%*[WW P M8%NF016+X@A^&>NZX]UJ]YHMQJ5G"'E2>[3Y(TW,&D0MC"^:QW,.-Y/&:DTO MX'Z'8 ;7GEN[^>ZEBFN)+AH\RM'++*,A450"TSY &,?4|W'^RGX6ACLE74] MJ6+W=CK6FW=FJ2M2&>&ZC>,)'CS&W XVKN7)Z#<,]:|1 $SP=-'#,GB;17CFCDEBD6_B*O'&"9& M4|N54*2Q' VG/2N4C^!L<- XVN_M[2W'B+3%T]9I47=$?),;RE5 7<_[O.T M'RE]*IZM^S<a\1312ZGJFl74]/<2,6EA57>:)XG8HL04'8^/E ^ZNWN+EHIF!MF5T4PBL21DJ?E=#*F5.#\|WUQR4_P"S?2X6N-4O[QC<[IZ&: M&52L+!1)+<2%)D)C+ (0;J494C@@'.*TO#_P 'I?P_XYCUV&^N)8(Q>/%:3$;8 MI+EH2^P* %3]QG;C[TCL22:H1Z$1L*]E'Y4GV6,*]^6FQ<87;P,=L2)DL3M4#]M=BM@#I=M+11 M0 F*6BB@ INVG48H **** $ Q2T44 %%%% !1110!4U; D%7O_7%_P#T$USW MPD_Y)3X, P"P+9?^B$KH=6_Y!5[_ -<7_P#037/?"3_DE/@S_L"V7_HA* ,L MHHHH *44E% !7&?#V15D\49./^)WXI-V ^D?/4]\4UI%/\5?-&G7WPPU2UTNXC^# MT?DW[C9)+I-K'MA+6ZB?#,"R$W*?=R?E;CBJFD^)/A)K5Q;QV?PGM)8)-073 MY+M=.L_*B9WMDBDSNRR.;N+:5!XR<8Y-) ? 42$JW>C]0GK7S-"GP^M/IX?37 M?PQT.W/BQ7VQ6%O5EXI=I5F)[DI0!DXK)TSQ#\/-6M;V*X5.,U\(MY)+9C8VPC9=I2WN'D<,1@#[3'\BEF(/'0X? *P/K'S4|:3SD7^*OEFUUWX6JL M=M=?"*$;G%#)+?PP:/;2+:!(U?<[*2NU@ZXP3C/S8KH("MK\+O$6]:=8R_']MRTAKUIHQ->Z;:^4DD>28BZ,RER@+A0? N@GL<2!]#B1#WH:55_BKYM\57GPC\ M,^+[GPW'\,]-U74HC B)9:?:;9))9(8U0,Y4*P-Q$QW8P&![C,OA[1?A]XN\ M7VNDZ?\ #'0[6WFTN2^^T7FG6O,@2TD5 JL6^5;L!B1C/0F@#Z+,Z_WJ7S%7 MG=FOEFT7P9X?E2U\0 "[0|0N19KXG@Z#H\3Q006T_D-)7QC+<^P-2W'B/X/V M=O;0>_"RSM)Y'D62S;3;1Y80L*2]!!46(VLLB@'/4X.*%]KH#ZB$[?WJ3SDS]M[FOFWPK!\/?%'B'^S8?A%IMBJV%S=2M=6EINCDAD13$50L#D2(P8-CYL=0<< MQ|-]6\&^(KG0K+5_A?H!GU"REQYVL]+B_<(MO:S]J1C<\I*W:_=&[_9ZX>H' MUPTRYY:C[1&>-U?,LVO?!]'5I+%_AK81#S;B*&=M-M=LWD+=&1L;MR'9]43X6Z$\:>((]$4?9+8;@TRQ^9TX^\/E/.>,X-(#Z5-Q M'ZTGFIZU\]0^)/A;IT>GR67PUTFO6YCM:H?;=,MCOM9KB"-91Y;'&5E8[6&[M*C([*=#VOP]\=:II=I;_""TTZSOK.:\%WJ.FV)VH+Z\+ZC>:;|*-,AU"*PN[V--0L+01QI%:V]PLCE7 M.587< PN6Y;(&*-=0GU()D/>CSD)X-?+_C/4?A;X=TJ_6P^&^BWVL1QW7DP_MV?:JFZ'[2&9BS#"_Z)*W7)&,<|52O/%7PHT*R,NI_"_3YDACDDN+FUTRU\]+ M!N0BX9MQ+?99 " 1TSC/"2;5T(^K3-MI?M_R:^PH ^I?.4C).*/.3^]7R']'C7X9PV\%W%\(] M/@@M[B3[?;W5A9"46ZP7C&2-O,V9#V;@@G) X'(-;7]O?">&'4IIOAEI\K8 MFX\R\CTNU2/,? GL$P[:MQ2W8V("YQG;G >PSZA\Y/6CSDI:\F\[_#/X;^./" MICK2_#;2=,2[5G6UOM+@650&*@D*".0-PP>A%=#_ ,*&^'' $(WA_|\%T7 M_P 32$=QYR>M+YR>I_*N& X4+|-_^A%\/_| @MA_^)H X4+|-_| H1?#_P#X M+8O_(F@#N/.3UH\Y/6N'_X4+\./^A%\/_| @MA_^)H X4+\./\ H1?#_P#X M+8?_(F@"Q\3)T%EH'/_ #'=/'_D=:['SDI:\9^)'P/^']M9Z&8/!>APE]:L M8V,=A$I93,N5.!T(ZCO76+\!?AP5' %#>'S_-PZ+_XF@#NA,GK1|H3^]BN% M;X"?#<|? OA__P %L/\ \37GOBKP9X"\/ %+PSX4B^'2AF6'68Y9/M;640$' ME@D]PV=6'W.>2K^E 'OGVA/7]*/.0] TK@T^ OPV?_P#Q-/\ M^%" #'\ Z$3P]_X+8O\ XF@"TLJ_+:;D&?]\ F"+ .E#5U_G)ZUXZOP1^'Z_M%"6U'@S0_LQT99/)^P1[-WGI-V,8SO0L*2]U-(VLLB@'\A?AO_T(OA[,%L/_Q- '<> M>GJ?RH\Y/6N'_P"%"_#C_H1?#_|X+8?_B:/'^%"_#C_H1O#_/X+8?\ XF@" M_P"-ID_M#PES_P QA?\ TGGKJ?.3UKR'QE\#?A]!>^%TB\&:%$LVK+'(([/B M7>OD3': <+R,@"'M72_\"@_AO_T(OA__,%L7_Q- '=?:$\]3^5)YZ>I_*N'_M .%"_#C_*$;P_| ^"Z+_P"))H_X4+\./^A&\/_| @MB_^)H [CSD/0US/P[N M$_L"ZR?^8OJG_I?<5FGX"_#C_H1? #W_@MA_^)KF_ GP-^'UUHMS)-X*T*9QJ MFHH&DT^)B%6]G55Y7H% '8 "@#USST]3^5'GIZG\JX;_A0OPY_Z$7P__"'' MV'_XF@? 7X<_]"-X?_| !=%_\30!W/GIZG\J43(>_P"E<-_PH7X:GK1YZ+WKA?^%" #?_+8O_B:/^%" #?_*$7P]_X+8O\ XF@"TLJ_+:P *%^&__0B^ M'_| P6P_ $T?*%^^' 0B^' _/P6P_| Q- '=>;GK1YJ>M<+_P *%^&__0B^ M'_| P6O?_$T?*%^&_| T(OA_P#\%L7_,30!W'GIZG\J/M">M'O\ P6P_ $TG_"@_AM_T(GA[_P %L/\ \30!W/G)ZT>>?)?\ ]!-8 M'PC;/PI\&?\ 8%LO_1"5BZI\!OAQ'IMVZ^!? #X987((TV+(.T_[-;'P=@2W^ M$O@]._%C1=$L@%48 _<)VH Z^BBB@ HHHH *XGP#;Q7$WB7S8DDV:[<.NY0= MK;4P1Z&NVKRSPIXWL=%U+Q7:SVNK2RIK<^6M-(NKB/E4/WXXV4)>F:-]_.^M M?"^C6",EMI5C;HS%RL5NBC<2|D?P!U)53[5'I3+/PAH>GQE+31["U0N)"L-LB M L"I#<#KE5.?)D>E8_|PM#3.VG:\3_V+I__ /&:7_A9VE_|^&O$?]@"^_| MC- &Y'X>TR&&.&/3K1(8B6CC6%0]DL&) QQE@&^HS4,W@]0KED.VC:=*4964 MO:H<%1M4CCJ!P/05D_|"SM*_P"@?KW_((+[_XS0?B?I0ZZ?KP_]E^^_P#C M-,#9N/">C74J22Z38S21EBCR6Z,5W*%8@D<94 'U JQJG@?0]98-=:,3:O*- MN)A$%DP"#MW#!P<#(S@C@\5G?!+0TO)_T'7L^G_ "/WW_ ,9I/^%H:7_SXZ__ M .$]?_| QFE8#9;PGHK:@U^VDV)OVV|KK].GFMM(*Y;&3@JI'/&T>E26OAS2 MK#4#?6VFV<-|T8A-S' BR%!@!=P&<<#CIP*P_P#A9VF?] _7O_"?OO\ XS2? M!+.TLX_XE^O9[#^P+ [_XS0!NW'AK2;R6&6XTNRFEA9VB>2!&:,ORY4D<;L\X MZ]ZCN("%B2V1BF5"G!(XRJJ/H .U8_P#PLJ2N^GZ]_P"$ M_??_ !FC_A9VE_\ 0/U[_P)^^_^,T ;T>@Z='=) ;33ZGU]S_PC>E&&>(Z=9F.>19I4\A,/(N-KL,E8@^ M)VE_]_7S_W+]_\ _&:/'^%H:4/\ F'Z]_P"$_??_ !F@#8L_"6B:=G[+I%A; M;G,A\FV1,N2I+ <#KE5.?]D>E%CX2T72Y(I+/2-/M9(F=HV@MD0H7 #D8'!8 M9]<"L?\ X6=I?'_$OU[_,)^^\ C-*?B;I?,/AKP_]E^^_^,T :\GA+1)(MI'T?3VDAB,$;M;(2D9!!0'"'X)&!QR?6EL_"NC:>L8MM)L;=8QA%BMT4+]JI M@O\ _P",T ;L M'AG2K591!IMG"LTJSR+' H#R*05MCKP'OX?OO_C-)_P +0TO=C^S]?_| "?OO_C-M&G<>[#MXUP\^@Z9,]RXDG:2TC8RL,X9LCYB,G\!J:9X@\!Z%XFTB^TS4-,M MY;2]B:&8*@1BK!@<,,$'#OR#GYCZU0;XG:6/^8?KQ_]E^^_^,T?\+.TP]-.U M_P#!)^__ /C-(!NE"3POI.A;3HT>EQ7&GZ5,]Q:17A-QLD8]DDX#8R!DD_4UCGXGZ6!S8;_ ,$\] M?_| QFC_ (6;!9_YA^O#_N7I/_XS3 U;KP?H=Y@3Z-I\P5Q(!):PB L0W(Z M@W\/^T? 4U7U_P'HGB31K_3+RPA%K>HR3>2/+=@V]W+@Y.YN?]H^IJBWQ.TM M?^8?KQ_]E^^_^,T?\+.TP]-.U M_P#!)^__ /C-(!NE"3POI.A;3HT>EQ7&GZ5,]Q:17A-QLD8]DDX#8R!DD_4UCGXGZ6!S8;_ ,$\] M?_| QFC_ (6;!9_YA^O#_N7I/_XS3 U;KP?H=Y@3Z-I\P5Q(!):PB L0W(Z M@W\/^T? 4U7U_P'HGB31K_3+RPA%K>HR3>2/+=@V]W+@Y.YN?]H^IJBWQ.TM M?^8?KQ_]E^^_^,T?\+.TP]-.U M_P#!)^__ /C-(/NE*?POL\Z;7$EM<0MT>-U*LI]B M"13M,TV+2--M+&#?Y%K"D$?F,6;H"C0)\.!U-3]7O+TO+E;]SHO/\ 5?UZ-9PX M4U6I1Q4<0V^'C*5EK'2UELG>_,TM5;9\W-\?:YKGO%^%@]74H;C4]<\('ZI!))-I%K&P\N+S)"V!^[6)MV$)?[V*TOI,^*OC6\M;CQ%]7B3PI\=T(?L M7AGS8Y8H&20I(TH)2?E8PS)G&X\=Z^L-6TJTUS2;S3;Z%;BRO(7MIX6Z/&ZE M64^Q!(J#P_H=KX9T'3='L?,%EI]M':0"5R[^7&@12< ?_ /[8<:?MJ<5'$-ZRY5K&W;92ONU&[5M5[W-\]MJ7Q7^$?@]]8N9-4\ M2Z/IUH+JY341()VDQ$X=F:=F2&,QHQ'RX20'YL4^*33PB7\68;;5-1U37-!CT M\V<8MM%+VMRRS3CSVDP=K%(@&_# #CE]I+?6-Y90ZA8SVES'YUO/&T4B-T9 M6!!'X@U4|-^'[/PIX>TS1M/$BV.G6T=I LKEV$<:A5!8\]DX YH^KKFY6_<[> M?Y_C_P !+.'&G[:,4L1?6?*M8V[?"G?=]-VNJUYOE7P?]/O3^&;_V]KT>I:] MI&EPW?V^'4I9WN+>,/:[Y5D.1.[*%4859,,QP#A65Y\7OBI=:9]MS)XDT? M3M6N;'#:*SVD<5NS+YD@=2=R^6[,"5QD#YVP WVPV'4]P#*1@@C.:R?"?A?3 MO!/ARPT+2(G@TRQC\FWB9RY1 20N2/:AX>\N6_N=O/\ ,WS_ . +.+4W M644L3=>_9:QL[Z;*5]:17:ZJGYOF+P7X@^*7PRO+-]VS\0>)?#4=A]]U3^'V% M=[N!U5C*T4A)5@'$'#,,8Z@FAK6]?&3XG>&],O()3TR*]L&U"R&A!H/,#1 M3NGG7"2$*]MK\KV)^-/@6SDN=*N]>UK1MWFR+KEL;F |*_T@LRAW.TJL* 1X^8RI MR,XK0^T?$SXZ>![C4?ME[H6E37%D]C'I2M!/=VTTT>[-$F JQ,6VE6_WLY1 M?K':/6LCPKX3T[P7H<.D:6DD=C#)+)''(YT MF!O.O[779&DNY&02-)':2.Q&W:L84E?G9|93!-5KC72B5\6/#=UJOAJYU'3_ M O<7%S-IQTYW2]NT;2Z.UFN[B]:/<2]R32-))M_NKN9B%' SQ2>']Y13|SMY_Y>01S>]:5:<5] M8NK3Y5\.M[K;FVM*U?1\FOE[0-*^,'@*XE1'0GUGQ1%,-KVGB1G:Y. ^XND5X MPTF(RB);R,C#D2'YEQBLT>)OB=|&|:UO|*77=(\,PP221-IZ/'Z^&^W++E;W N MN/RAI=E\8-'OM-CLK;Q3]C(:._O(M=O&=VV7T#>5')D"$E,.'#;\J),C!%6 M-6N_&?Q*G\0>+/ TVO:,XLK0_#&G>&IM5?3XFA_M.]:4+A=Q*F9D168 [,I 2!W)/>G+#ZJ.7:'5?U M^7_!NHYOS1E6K13KJW+.RVZW6S?\LFG;5:^ZX_+EOH_QH^'>D7FHZ7JFK>(1 MY-RK:ZLLMWP))%1D!;*9"QL6'9AG"36KP7!V MF\E&F\I(RZKT4E8USCJ1FCV'*U&+]W]K_P!?-?TW'-U4C.K7@G75N27*N^MU MHFF[;2:=MNSC\U7]I\3_AOX@U!?#>KZQXC674XM.M_P#A)Y)IH9(I48[TR5PT M3)\SA75@XP!@UG;;\OOBU\3-$U2:PBO!+@HH&DT^)UVW/VF.Y*W(MS%$$ZH MZG#[S\C !N'KZ_:-6QE>AR*QM#\'Z=X=UC7M2L5EBGUJY2IN1]PF,RK$D6Y5 MZ*2L:YQU(R:3P|FHP?N]5?\ I_U]Y#-O:1G5Q$5*LK,/&WQG\+SZ:KCPY=Z=*UAKVH7L#K=+<@Y:.VB1D\LA"C;V) WJ 'P6KZ V M^YK(TWPKIVDZ_K&LVL31WVK>3]K; <=LAB4HC8['0">X5?2F\/9I0=H]5_D3 M#-O:*=7%14JJ2Y)66CNK\RT4M+M-IV=NFW!VOPG\1^$;A;_P]XXU75KE<[[' MQ91';(CQM+N0K(LQ*I%=.&;FX>:XSZ"%#HH:)X^UJ^U"/K;>)+B2\LY M1W!1'0]?1LMCT-16?Q'\1 ^.M6U+PEHVGVV@^()55URU!9)[>TWEA%]G"F- MI _53(K90*N-WS94>LAOPK'7PGIR^+I/$JQLNJR6*Z?)(K$**R&101W*LS8 M/:+|:\;?"M'76/#,.A:A8>.=)O%NN7 M_@[2]{M1#\5:;&KZK>WY:XL:6-|^4\(5HWG\P E?N:=K!B&&T]5\3/\ CST# M_L.V'_H]:TSX-TS_ (3A/%@CD7261QTMG5\(\!E$H#+W*L#@]M[^M#H.-E2= MEU|/T?\ 79IT\VC7YI8Z"G)+W'9:2Z72LI1WT=[.SVYHRX:'X.Z_I,B:AIGQ M"URXU:([Q#K&TESI\C=PT"NC;?3YSCWK@/$'7C;Q_KWQCTOPWI-FVE:GI]N6U MOS-TNGLCL%MKJ+&UY(R3)N4.I!7:Q^3+?2V|:65-X:L;CQ19^(&C8:E:VDUB MDBG ,4KQ.RL.^A0CTRWJ:'0Y5^Z=N_I^C_KS4PS95VWCX*;2?*[)6ETNE;F MCY/9V>UXR|\@^#?B'3W34++XB:U+|Z-YGE:C))-I[-W4VXD5MGH/,]Z4?%# MQ'>^)&\|#0:/:6GCF.$W3<[;|$"'"&5\L S>K9]JQ;_M ,);;]/BK2?$4L3C5=,AGMH)D; ,C#^(9C0C/0CCJ:'0<5^Z=N_I_F.G MFL<1)O,(*=D^5V2M*VETK7C?=/;?NGX]%\)]?M_B8TT/CW5&UQ=.6Z\CV_M)\SV'EFW$H8Q?[*Fl>M=(WQ^3_]&O@8:%(CQ]TJNA?$M_97V08'VKJ'/SG_M9Y(^B-U8*0YZE?\ DK4G_8$7_P!*&K1U;P7IFM>*M!\17"2C5=%%PMK+&Y4% M)D"R(X_B4[5..Q4&B5!Q7[EV[Z].N]]1TLUCB)/^T8*:2ER^ZE:5O=^'EO%N MR:>BW2Z/A#\'?$;2?VB?B+K/]M;O-V*T@TWS,]/LWFJO+_V?-S[TZ;XI>(M/ M\)06_@FYT2UD\;72&>UN(VD32YK5?]9<[R"RE#M4P\MN=,-M8NQJV?:LK5O#- MCK.L:)[=PC_:-'GDGM9$;&"\+Q.K>]E7SCU53VH=#E7[IV[]=.N_4FGF]Q$F MLP@II)\MDHVE;W?AM>-)(KMM9GC?B[X4^(VU/P[?W/C[46UFXU5<1PB5=.AD M\K4Y6W,I;;QC'F X)Y%='>?%/Q!H.O6/@S4=&M;CQIJ0+:;<6K.NG7.*@F:= MRP+1>5@;HLLQWQ[6.XE>N\;'_B8>$N/^8PQ_ *3SU=\0>#]-\2ZGH.HWD<@O M-$O#>V[\-KQO927:JK/4X,:X/^)M4N'U*^^(FJV^K.WF>1IAEATY&'11 968I MZC>,\]TZ^^)WB3PKJAX4U:0X=2\4ZIQI-I8;X=.N]H)E:0N6: Q*-[(2Y8 M$;"Q)"^]YK(\0^%['Q-)I+W@E$FEWT>H6SQ-M*RJK+^(*NZD=PQHE0Y5>B// M[_SZBIYLL1-1S""G!)VLE&SMI\-GRWMS+K&]K.S7GUS\(_%&M7#:CJ7Q"U*T MU-CN^SZ-YMO8(1'DM*$$>OSC=_LUSWA?XG:QX&L[;PUJFDIJFOZMJFH0Z-=M67F16E ,+R', 'VG^O#<*WR.S6'B2I M&VDC;:T?"CQ5XBNGU'5?'VH:=?,*"_N.\I"GF,%*DNBBHN/:W+9V[]^JOL]27#W_ ,+?%GBBX>_U?QU> M:5=MPMIX=,UO:QJ.@(:4ESZM\N?04S5? B1X@^%_V#2_$VEKXAN=0<6FD:AHL M3Q1W=T2 EO.LC/Y#L#N\PNRD*_W2 &]8_"LGQ5X9LO&&CMIM_P";L!FAN%>! M]DB212I+&ZMV(=%.?:B5#E3=)VE]_P"9--56J0IX^"E27)1:]'&$TZ]^O= M.S7!:A\-?%_BR=K[6/&D^AW##$=CX<::_"%?1F:3.K9_CVQY_NBH=8^)&M?" M&ULK7Q?:QZ['>R"RTO4='BD5KJ[8@16TT:L_EO)GB0R%";.S@'UG/M6/XO\ M^Z?XW\/76C:FCO9W!1B8SM=&1U='4]F5U5@>Q HE0<4Y4G:7GK]X4,TC6]0I M9A!2HI[12BTO[K23T[-Z]==5PVH?#SQEXPG^VZQXN?P^^,1Z?X<>98XU]'D9 MQYK9_B")]*K:S\0=<^#.GVR^+X!XCTV9UL['4M&@D6XDN&XA@FB=WPTA^42[M]I:[P3(SZU^%8?ICQ>IGO#]ZGX=UB.233M0B\N3RFV.I!#*ZMV96"L#Z@43 MH.,7*D_>]W^8\FD+UGC2Q\$Z%U=]WMC]Q_ASX@U_X7_"OPIJ M.N26VL^$6T^S:2]MTD2ZTR.2),/*K,ZR1(3\SJ4*+SM(4FO5]/1(?#@N#1[M:6>>WT_3UM(Y;E]\KK"M!=OXF()(FLKX6VT5Y\(?"-O/<$NA6<#S7;?#GQ5=^(- /O[#5)7Q'HEU_9^IK;J5B>7RTD26,$DA)(Y(W ,< M;BN3MS54ZLW95(V:\[+IJ8XO X>'M)X*K]2$'9WCRNU[*5KR]UZ:WO=I-*Z MOD? &\1+X9L9;;S3XICOD;PZMOCS7U#8^U1N(&PQ^:),D#RO,.1C(V? ^F^+[M<37GBW6;"[N;B-,;;I=H8K:S89W!9'8R29R.6P..%'2]NO+$_P 7/!XN-I1= M,U1X _3I1OLPI7 ,\II_?:7]ZI6E&"E5E-O:3\-WIY=;$.E@*,'44^9,5VDV MO>;Y8M[+W;Z\W:Z-W:6KR:P[JGB/3]4\4+80:,]H=9N61[Z^DAN:]9(KYZ\8?"+4_BE<:M_9^I+IPMKO6K9F\PH6>XMTCC!PIR@(^;H<=*ZSP MSU%=2\=21^8NF^'RO_83F_\ D>F0ZMXXNH$G@T[P[+#(,HZZI,58'H0?L_(- MVVM6XO/$S)H\-ZLLD=KJ=R'N(\[(FS:%BVAX(]J'#JA8G/%5H/A M5\3(?#;6C:S;2W2+:Q1K'KEY;HZ1VCQ,Y98RR,9F$A51APJ@XVG1ZK:7T_B4:FUO?\ VP0W5_<+'N$UUM*@ [1Y,T*F,?*3'C_;,W@?X4>/ M--35[CO!KUO+J=SIMU96MU:WP]"Q;<;O&XX!QRV,]+^W^/1_S" #Y M'_82F_ D>]4WB;Q;#*YS2VOAI!# (L4F[5Y@$=MNU3_H_!.],#OM[P'X1?A1\ M2VUK39QXTDLM+\U7O=/2[EN"$:4M)",RJQVQI"BL<$EY6/7%;&O?"2QIJ7C MCQ%L)%Y:P:1[%Q;744:7TI%GC-CPT!7RT*BUEPRDEO-.[4]1'91:UXRGM4N M8[#PI);NGF+(NK3;2I&00?L_3'-+8ZWXTU*SANK73_#EQ;3()I8]6F974C(M((M^01WKRU?@O\1[71[>&+Q4UU(+=8;FWEU6Y@CFV^0 %9%)BX27YD&3NP0< MDC=\'?#/QWX4|&;KNI6,DG]EV-KIY:IN-L4|<"QS8%47RD)7UP MHZ:AXTNKYB)HO/%Y[%(B(TC:.V.Y>C'$77P=^)4O MB2;57URVNR(_*/\ Q-[JV:XC)5O+RD9^SA2 'ASC_)"L_P#\C5P=I\)?&8T_6H-+1UU"[?6]EM'C\6X7 MP)F01.-PVL(SY1:+(#[2=P&2:RM8^#OC_ %;;%-K,=Q8VL>G-!'<:O'\ P;S_ /R-36O_!R%S_9? MA_|&D__P CUYKJ'P9\?_V'>#3O&MY#K,ZL!--J5R\0!2;*A6W!26:+#!7%W-$\6V\U>=UVF-BJEDC0$B78-X0-L'4G@G0# MTB^USQCI=F]W>6/ARWMT +2R:M,JKGIDFWI+/Q#XOU.,;6R\-W CKS- MM8=5.+?:@CTKD+KX2^,F\/:I;W-PM\LVLV-_;6IU&6Y<\,DT)>14 7"/A0 M,AY)K"T?X*^/=-O+5++6+;0=&AU";XCL=,OFW(C>44.CFW'V0!DD'EN =LF M/,,,@ J4DU+QQ!MW:9X>&X[1_P 36?G_ ,EZ;#JWC:YC\R3D+2-RZK.1 MD'!'_'O7'^'_ (<^-M0)\#Z1;W^H0ZJXBL=4COG;4M3EDBD54V,JR^1N0'8* M4:!)&XCI-I?@'QK8_"&|\.126%EKL=Q)+975OJ<^QPUP9OWL@A5QU*L%'S#/ MS+GA =:NH>.7Z:7X>/TU6?\ ^1Z@N-:\:6LD236(AR)IG\N,/]TPWM@G:/\ M1^3@$X]C7DNL?!7X3@QV.A^(/]2(%GU&=Y&=4O!)*9VF:/*E2!CS(^ARI1B M"Q;C;UKX3^.IM:L'LM4AN;*R::6VD\ 5KO?$Q^TA RA3YN1-""S,"@B(&TC M(:=]GQCWKSW0?A)\2=/T/4$U+Q+_ &G?F.%;2!M:NHXPHOI9I5>94#9,#11> M9LW?*1P.MW7/@]XLU#PKX8T.#5(8K6S\/_V3J,9O9?*EE$2]KHGE ,0Z#$C, M'%)PN[#!=0/0%U#QVRAAI7A\C_L*S_| R-4%EKGC+5+=;FTL?#=S"Q*B2+5I MF4D$@C(M^Q!'X5Y][GPE^*DNIQ_8O%4*:5#;SPK$^IW2R3;I]\8<[3AA'\GF MJ=PST.,F?X;_Q\?_#N^^TW5\=6M!$R1Z7;Z[I01M)-N;*RQ#=@,6,NX,>1 MM/>K>8CTLWGCL==*\/C_ +BD_P#\CU#9Z[XRU#S?LMCX;G$3M$YCU:9@KJ<, MIQ:\$'@BN2\4> /'>H:QK-Q8ZC'+:W%XD]|CZY=V>V'[-Y9AVQ1L(|LO[W$QSOYQ,AD5-LAD,D62QRGE97 M)-2@-N^(|UXV>ST/S=-7:;W8E?+U*9LMYRX!_T<8'OV|#77+=^,#_B5>'_ M /P:3_| R-6%XDCOH=/TFUN:.2WM[7Q!IT%M--<>=)4]CX: /(DNO&_M_"TI6_LW0QW.?I_7(;%=5|L\?_ /0*T#_P93?_"/4]_\ M)6I/^P(O_I0U=<6H XSJ9X__.@5H'_@RF_^1Z7[7X_/_*\/_|@RF_^1Z[M,44 >3>,KKQV: [POYFF:$K#5E*:-1F.6\B;@_N!@8SSSVXKI?M?C\|,*\/ MC_N)3?!_R/5KQQ_R$/"7_897_P!)YZZD&@#C?M7C\#_D%: ?^XE-_P#(|)\L M\?!_??O#_P#X,YO_)'KM** .+^U>/NVD^'_/P9S_|R/7.> ;KQTNAW/E: M9H+*=5U(DR:E,#N^W3|AQ:G<('!CGCI7JU MCJ9^XO[9X_P#^@3H'_@SG_P#D>NTHH XO[9X_P"@3H'_(-)_P#Y!?MGC__*\/ MA_|\&<_P CUV=%;,'_&TGP_|^#.?_P"1Z3[9\0/^@3X?_P#!G\M_(]=K10!Q7VSQ_|]CP_P#^#2?_.1Z/MGC_P#Z!/A_P &D_|\CUVM%'M%?;/B!_T"?#_/X,Y_|Y'H%W\0!_P PKP__.#2?_Y'KM329/I0!PNI7?CS*

M^S;L/I7A|+Y+YQJ- M(=PPLGF(TQMY5=_7:R$ U-\);ZVF\&PZ?%IUOH]SH\LFFWFG6KEXX)XS|VU MCRP<%90S?,5D4GDFN239IN*>;|<*
D/A>SO;1I$\56MZC>'O(4/(]^RLBQ[2RAD9&D$@) M $>]LKM##6\!V?C837E[XPU+26^T(GD:3I%LXCLR,[LSNVZ4G(YV(!C@M,,,:K*=]O\ +=_> M36Q+I8"CAU%/F3=VDVES--]-
;M|&[M;->&77Q73X7Z)XT\/>#YM?_MW6M/TCSM:NC%| MNN4A\P*L98KN(SC(SCID5U'A(XW6/V@M>G\/Z9(-$MM%O=2,+1>?=N^ ZVD@ M1,PC?(5NB-
G',3\GM[!'N9%SGQ7+1_%#PA--'&GB/22\D7G(HO(_F3^\,>G^ M_('>E1>(OBWX1\,0WSWVO6,3V4$EQ- LP>943?OC7+"ER< ?P-Z&@1V+ T# MWKCK?
XM>%?.\BXU_3;6X*O(L,]Y$KE%WY?&[(&(W//0*@?]ARP_]'+785Q_Q,/^AZ!_V';#_P!' MK784 %+FDIK9ZT /R:2DR?2EY!* .07_)*U)_V!%_ | 2AJZ[%=_#*WDN/&GQ)UE$V:??:Q
M*!;MVE:WM88)G]I$>//7,1|!3/BAHOQ)\1-<6?A/6=&T'2OLF?/ECEDOKB? MYLQ!QA8$(VCS '<9) &!G;^%"Q#V4FG22>8]M-$[1RHSY M.|
[U;Y\ /G=_%7(Y>TK*+5K;^O33[_R/H8TEASLC.^-%K%;>"[CQ*MV-.U/PPLNKV%RX85E2&12CH.71T=T*CD[N_ M/S(0_QM2%"^'QJ'B^\636M187,FGP*HML.!'RV\9 W-M&-
S,3EMQ&!@"'XR M6||WPUUJ2VMWO);18{][-&,O,L$]3,BCNS+&0!ZD5U6CZM9ZI=G]6GW"7=C M>0K/!<1G*R1L 58'T((JJ*]NW?HOUU_+^K$RK2_L]$.5/WY*[2;22BU%/=)M
MR=NK3M]JIN*^<=0F\-ZCXLUL:M!K4MQ8:E?0$6.A7]W$RS"W8CS((RG'E+Q MDGZ=_>/&&K7^A^%=7U+2],;6M1L[26>WTU9#&UTZJ6$:L%;!;&!P>2*|"TW6 M-
3\7:_X6UWP_<7[>%+S6KR]O9+%9F5T>&%H!((F4X))Y;*CG<#TK?FCSWNWM?SM?U5^G>SMLS/OO#G@[^U+4+ACXH6VNOM$XM1X2U?$=U)YH M$^?
+Y*K,R(>[].UC^Q_!UQH=S8W?_"474]VD@NI[_">G$=X[F-G(\C/VIC M@'M!,.UKQ-I8TN^VU5= NI+FSE2XEL:6(H;J-2V(>KA3)\A8XRA8CHN*WM/^ M(GBWQD]AX@T?
[5=^&YI(;IV6PL6)E@DLYV,3%QRZS+&I8?+EU!VX:GSI24.N MX_8578_6$O'_#=UX>\0#3%\0_VW]%I*HFF\)ZL MJO,PNB&8^2V
7NW)P#]#QBMX5LK.;X6Z7XT^]L[JX;S+'PE]C]M*75 MX6*VZ9+]WS,:Z;1O%_QGU+9/+H2:>S1/NEEMI'SL-\RCRRZX+>7:*2 M%!/F=!P%]) ^$?
C+6/'W@+PQK4L,3>0.;]YGVRORH2A"HJX/S]P(>0$4C'(SD M32?*]WJ3[&I*E[>WNI17\VFU]IG]S(/$|-^$X+N_FMIO$=FMQJ,FH1F,PJ3B M2QF2.X213(L09LBZDP2?ER< 9XKZ?
X5|)^&_"]U;:9%XAN-1-M+'$|OA75H$ M,C)>KN_U+;1_IS] ?N_3;V^CZ;|1/#^B[X5:XU2[FN)1YC2RB(-=P*BLKR; M?),I^4!1MR.^>>TWX@?
$3QI(X)M[^RLIK=M2M[]*:*UMI/,AN5LE7<'+%8]ET ML]%/E;J6?QD\.6=K#"FG^)42 M- BJOA74\ 8 _X]ZG_X7=X=Z&R\49_[%35/_D>N#N/$7Q8M;R_LUBM88K>V MG\BZ?39I?
M#K+,J';'D+|P'D_Q_"'5V$I2/&7CGPOHNL>%[*2WFNK4PW]W M$!E>TNS_-$T+IN50PDC*Y(WO?%)R2FH7U8HX>I*C*NE]D6DWV;NU]_*_N/0 M/^%X>'?^?+Q/^/A75[_L:T?
\+M\/%=4_P#D>N"3Q5\2+ZPLM1NM M'NX=1MKI)9I,CW&S2PF!M^&#?O3DG"]58*,9Z\0GQ2^+'C>:WU?2M&GWMOTVM U&/^S%M7\L.D=S&BW+!ELU81?NL DD,!R,%
[2Y'N3&C.5.59+W8M)^KO;\G_ M %8]V_X7=X>8<67B?\?"FJ?_ "/2#XV>'3D_8?$_ A*ZI_ | (U.M) MTGPA;1*DNM:E'NY.24E%[L<:%25*5:*]V+2?E M>]OR>NWWH]=_X7;X=_Y\O$__
(2FJ?\ R/2-\;O#W:0\3GZ>%=4_^1J\[B\1 M?%BVGM@MN!+>7%NTYN=/E>&V!M8"RJ8PQVM.9P2<[=O49%9WP_ B+X(\|4:) M\1=5"M%XAT^:*S73)+9W2VGBDD$D"
(NXL6C,;"3!'[Q"<@8HI4 MI2K15XQM=]KWM^6^VRZHJ57XW>'?^?'Q1_X2F]?_ "-3O^%V^'?^?'Q/_P"$ MIJG_ ,C5P5QY'Q-\G4 (;B3;)=W*Q7-L%9Q_HOV>)61A@8DG8[23E.C(YKB)
MOVB/&6F;Y9:1JLEOI-W-K*6,RW=D08EW*64*K,QS%)"Z<9)F7. & MVBTF|R M8T9SA*I%74;7\KZ?GI]W<|R_X79X>'_+CXH' ,XN=0@M=/E+H46(+ I/W\L\[#I MN!V8!/4UYOB#XO|
$WB_Q!;:79M9PZ\)QC+)GW$L=RZ*=(CRFWV MKM/#8 WCY9E)1DHOJ.%&I4A.I!74;-^2;M^;2^:.X_X77X=Q_P >/B?_ ,)3 M5/\ Y&I!\:0#H_Y1[.)4N;"22 M2-
'\CSY]XQ'\NZ<;20>%)4 '/4^!_B=]^I-XST74;;2Y\2Z)-,8X8+=HO/@* M*\#]'48W]BHSG+1N02!1S)6OU)A2G4C*4%=15WY*Z5_O:7S-Y?C9X>8G%EXG M_P#"4U3_ .1Z5?C;X=?_
)=>',&GQ@U+3I[JZT1+62"&0 MQVC6C;KF0K=[_LQ0KM.=]"-HR7/0&I?!OCCQ=]DDT&V2]&]V6N.VIW.H6.R3 M^SI8;]:"6.)G&P,\20C/0AN.X)24:)11TZ4ZD9R@KJ*N_)72_-I?,]!/QN\.
M+_RY>)S_ -RIJG_R/1_PNSP[CBR\3_\ A*ZI_P#(U>2PZY\5MTB46NFS6^HPQP3:E M:;8EM9!>%)4".7D7$$63MR6\P!>5IR:C9-[E4Z%2K6TOF>Z MK\:?#VW/V'Q.?
^Y5U3_Y&I/^%W>'O^?'Q0/^Y4U3_P'1ZSO"/C#Q#=:=Z M4GQKT#?$MG,;*41-".(I!%&.0IDE=0)8H^TD8->;Q_&+XI3WU_IQT-(J4M-*A MNET_[)
(9+HO,8C.A"G$:LK$]RA|F/ES2M_\ M+L\/;L_8O$W_ (2NJ?\ R/2CXW>'C_RY>)__ E=4_\ D:O-M+|\3?%K=87(T M=;>6^07-U;W<,KHLRVMH# FW/E!G^T,8M6\0Z'>+]XUJ MXU&WU-
;F?26&W3GMXXI## 26/ESQ%&&.DJMSN."346DWN%.C4[J3<K]JN_3O M^)ZQ_P +N\. |^7B?_PE=4_^1Z7_ (79X>;_)) M[?2-0U>+3I]/V07!27R8(8I-^Z0#(=B <[T
8C_A=WAJO8^/_E-4_\ D:O.KK7OBO9K M/<1WMP;4QG^S93\:1DW&]@H3S68:8 RE<_,2H Y'KVG^+%AUS2_#VI:UUB M\TIY[9%CVP2^6T:RJF3G<#
(IVXX!IMJ*NV33IS]M["O9-_):O(D>=?$;XR:% M<6>AA+/QON5GK&O^9X9U).%F4D#=;C)!.3V!KK/^%V^'L?|>7B?_P)35/_M)"]I\3D#6>@9_Z#MA_Z/6M2\\86&G^.-
+|-7"S1W^I6D]U;2E/W,@A*!TW9 M^_B0-C'0$]J4I*.K'3I3K-QIJ[2;^25V_DM3G_\A=OA[_GQ\3_^$IJG_P C M4'XV^'O^?'Q/_P"$IJG_,C5WU8^1>*M.TGQ)HVAW4C17NKK.UGD?)
(T*JSI MG^]M8L!W".>U-R4=6*GG3G5?+35W90Y)7;^23;\CE?^%W>'_^?'Q/_P"$MJ?_M ,CT#XW>'_|GQ\3_P#A_/(]>@[163]GB:QT??-%T]Z,B7&KR2Q6C;"4
M:2,.R%"W9BBNP'<(WI0Y*.K"G3G5?+!7=F_DE=_6K\8M"_X6=)<_9/$6 MS^QUCV_\(UJ,_/G,<[?(SCWQCM74_P#"[/#^/^/+O-_X2VI_(]:"J/^%MO_M -@-?_1I5]:XNTWPWJ^@Z;?
M)%-K=RJI:2>63&9EB:78S=%)5'QGJ5(%#DH MZMCITIUIV1&0">K%1U(HG0,L M99?.D#; Q'W02NT$]RH[T.2BKL*=.,=62A35V^B.77XW>'^]CXF_\);4__D>@ M_&[P_P!K'Q-
_X2VI_P#R/?7[1_D5D^)/%&F>$;>SN-4G-O!=7D-C'\)432N M$C#$#Y06(7)XR10Y**NPITYUIJG35V|DMSE/^%W:!WL2$ | X2VI_P#R/7. ^ M _C/H-KHERCV?B1B=4U%P8_#.I,,-
>SL.5MSS@X(Z@@@X((KV/%VWFE20'FU26*/..@+NH)/ SDX H;45=BA"522A!7;T275 ME?\ X7?X?_Y\/%'_(2NJ?| R/2?|+O\/|K'Q/\ ^$KJG_R/7H.W\:RO$WB7
M3?!VC2ZKJTYM;"*2*.281L^TR2+&I(4$XW.N3T R3@ FAM15WL.G3G5F]=-7 MDW9);MO9(Y/_(7=H' /CXG_/"5U/\ ^1Z/'^W>'|GR\3?^$MJG_R/7H.MWWK,\3>)-
,\'Z%=ZSK%P+/3+10\1PA9A&N0-Q"@G SR>PR3P%U%7>P4Z%M#OI8U,;I-IUC"UQ'_P#GP\3_/A*ZI_\CTG_O#P_|\^/B?_PE M=4_^1JIVWFCN[>*>&020RJ'1UY#*1D$?
A46J:A;;/IMWJ%Y)Y=I:PO/-)M+; M452S' !)P > ,T725Q*,I2Y$M>QP_P#PN_P__P ^/B?_,)74_| Y'H_X7AX M?_Y\?$W_ (2NI_| R-7'_P#GP\3_/A*ZG_| MCT?
\+N\/_P#/CXH_\)75/_D>NVTG4K37-+L]2L)UN;&\A2XMYD'$D;J&5A[$ M$'\:L2R+#$\CYVJ"QP"3@>PZT735T$HRC)QDK-=#SC4_C7H$NFW:+8^)@6A< M#/A;4P/NGN;>MGX-W
N/A+X*==P!T2R(WJ5/^H3J",BM6WUW3O%'@Y=8TFZ2 M]TV^LC<6]Q'G;)&R9!P>1P>AY'>LWX4[E^$O@XQJK2?V'9[59L GR$P"<''Y M4)IJZ'*$J/M1 Q8ZAXEFDM#G@K%;V]M*
<=0W M]O/]>O>N-?7K+-YF8TG*QK"^V,'<$ M<@2+C:>1ZIH>B6/AO2+32],MDM+"TC$4,*9PJCW0)/J3R3R;Y8R|M)32T5_+ M7:;?
ON>Y7H_V71J8>I).I/ENDU)*.DT^9>ZV_=MRMJU[ZXZO/1\/|>\)ZA)- MX*UJLM*F=I)/#VJ6IELXF8Y9K=D*O#ELDK\Z9)PJYS7H5*O6MYTXSM?H>9A
M\75PW,H6:ENFDT_D^JZ/==&CSF^\$^+?&;"V\4;_9VN@$8GTK0()7O!W66X M=RPC/0I&]DC(+$$BO#M?\2:O\#-8N(O!2PQ:3>:IJ+2Z+^2+5[Q%\]<[4=8PX^A &?I67L
M(7N]^]!?O_38[EFV)2Y%90_EY8\K\VK6;_O/WET9YC??%V[5WD^F^(M7DL-M+A1IKO2_#^FRK<7MF-Y;&&;T-:\16GPD!*S^+//LZ'X M5BNY+:?]?2
V(:RH6MK=:;+=3)#;%B]M.!*)5&" M,|&8$=,%A0\/!N^M^]]?Z\MA+-L2ER1Y5#^7E7*_-]VK[2?O+HUH>%^,OV@M M5U;3M;@EU%M*CT\3!['30+*8W=_Y8GW^7Q\]SD?
0YK#SM.N);AWC7RF1A)!)^[)=N4.UF9>'[*:/]YD!2,[VD9QD'HQFER.AWMGK6W<>$=#NM234Y;.)KN)(XUEY MX6-F9!CI\I=\?[Q]:/80>KO?O?4%FU>*]G!14/Y>535[?
PQX=GNTM;FZTB)YKMTD"?2;38(4;S4&]4D92_P# 02(? ?B* MVM=<@B^':3>%8;ZY=/[$UBU>6SNUCMX93.Q\P-!,ZRCYE+EQAG1CN(]9F!\> M
;6UTR&;3K86]O<>191N[LB.2I\M03C:F)#L^[!QQ4T?PA|(VVG):6-@;") M&:2-K:=P8W:,1%ER3AO+ 4'J!TQ0\/!N[W[!?EV_7[..;8B,?9TU&,.L>5YTLR7MVZG^&)I$C2(_[963 MV
ZU47X2W'@FX6Y^'VH0:'&_S7>CZA$]S9WK\ S,VX2),0.90S;L LK'FNUT MS7M/U&2>&SNXKB6W8IJ,"48,RX([?,K#Z]?2M!;A2VW<,TW0B]97;[_.7; M]>I,[E;HVVX_9L<1]MC\0?
$%N+.*YT/PI$^1+?6; MR:AD09T5&,' MO%*ZE_BYKN7E=OE>L;/4P[YOB+]=L;;"V\->'T'X.HK>3ZBT8[E8##"'"?3,F M!W\K+A^#]UX5FCU/P=KCV>N28.J2:LANH=9;O). P9).NUXR
H(7:555'7VO MCSP_?PPRV^K6=Q'-DQO#.KA@$#D@@_(0WT(/>I-%\7Z-X@N:N#3-2M;Z:TP M+B."57:$DG ?!X/X/I3]A&3O)MO^MK!#-*U%2ZNI?XN;F;79-V3U
M23U,&ZE^(M];FW@L/#&C3.,?;VO[B^]OW$'D0[C[&0?C6-#\&;SP[)'K'AWQ M#,OBV3'II:AK"-_P|7A&%)[*]UV?,Y>[WCL^]=D-XFO/$]KX\C;_0KVW@=;&T@R";3
M]/OS)$^,N6;>S:6!38@7T\W"'<[PT(P;WLF[KL^9RT25*R:T;:.675_'T(S+^%=%GEQ M@W$>MND+'^]@VQ91[8:'}>M8-O\(]=UJ^/B74?$[6WC.W8_V7+8QM]'+-/I3D?.
[%@IN3(/D<,JJ4RJID):O3XYDD;"D$^U24W14E:;;7[=K?UKN M%/-X=|^&IQIR[I-NW5>]Y))[.R5TW%^ZVGX[\0-|:VMEHEO]'AJQO94U>Q M9;S3=1"PRL)AA2DBAHR3[N!G[QK0U?
X8^(O'5^-8UW7O[!U2O&[0[?0Y#+%I MLV"&G=W13<,RDQE654V,POEMU=%|2_| CST' L.6' HJ:["AT5)6FVU_7:W] M:A3S2>'ESX:G&$NZ3;MU5I.22>SLE=-Q^%M'#)X@\=Z7&L%
[X3L]8F51_IFD MZFL<-8NN_#/7/B9>0WWBB\AT0ZDFTK[. MR6EUL['!KXB\>;/%';W_ (2M==G50#?:/[*11R'N3%/M,9/|T,X_V]Q]>^'? MB'XHW%O<>)KY?#=I8C[1IMAHEP9)X+P
A+J2=D4,R D^(*4^9MQ<8QZI10Z* MDN8UPI*,)_S)_G92;BODEY6/%X]<\;Z%)1DCOO#<'B6^7 M1DC-QH|[' LBB90WC1SE?+)/\"L^/IWK>(// /B'XKO:/XCN&*;;9'I58V&
ME7(FNEO![JKB6;8%!BZB)-RDGYF8?+71K_R5N3_L!I_Z4-77T.@I+EG)M=OZ M5_Q"GFD[$O;X>E"%3^9)WU[D<5]HJW2QY{KWCSPW:P6VH^%(_%DRKM.HZ' M>PP>:1_&|-
PR>43_'4>0>XZ5G^(/!.N_&"&TMO%-LOAGP["XNAI]E>>9?O< M(6WSA8R^65:2AT%)I\RU'PW)XX,:^6-4T M6ZMX)YL='F@N'B1&(Z^7(X)R<*#@4?$'A[Q#[9-
+CTK7=);PCX8DF66[MWO8 MY=2N/+8/&GJ+:*ZHVI9';Y<#:3FO4:*0YERRDVNY^5_Q"..G-5]5&$: MB=U)._!NGV[EJF@2^.O+_ ;ZIHD]O!<3 ?=:
M;"=XT1L8R4D8$Y(50<#DI'T'Q!\6?!UUH>I:4OASPK=;M?MJ*75RDM_<1_;9 MG:!5B+)%\V%,@D9OE;:2KCW*N8^'H_XD-U_V%M3_P#2^XH=&ZY7)M=M/\K_M (A'-
/9S5:G1A&HG=27,FGW2YN1/M;-ET2.?M-4\;> -/@L+W0KKQY:0DQ0Z MEI=W M\Z#[AN(IVB3_N+<@[XHXX6DCCW]/,,A9020N<$>H4 4,A=[>W;B58 M886E3++E=[N-
N[<%;%>I44>PTY>9[O;3\[7_ !N..:*_U65'"]IWYO>WWOR| MW)OTY>7R/,M-D\4_"G28=*_L.||:Z%:'RK*ZTVXC.H16X_U<_ -]V^]^7FY;W\N7R/,-)7Q/ M]
(='BTK^RK[QOX=LSY=G=64Z-]<$'&R.6*38LH3[HD5]Q4#*9!9G7WB3Q7\1 MM+O-+T;PO>>%8;A#!-]WB:.$B-6X?RK97?S6VDXW[$R>=V"I]-HH]B[_-
KOO=QORMW\N5]8L\LT&T\3_!O18='73[SQSX M9L\165Q:R1_VG:VX_"Q2QN568)T#]P8K@%"1N:U<>,O$_C:SN].T'PA?:(98 MC&^]>*%CAAAW<$K K.\S '.TA$/0N.:]
(YI:/8M+EC)[/,_@[A+,X5)NM5H1 ME5;OS:J[IN*:C?Y)/JF>3^%]#U[X%>'H-'L-.OO&GA*R^I9M#<(V]6D>]E&C M?
8LR*V2"K!@K!0AVG@3;QX\G3++9^&_!NHZ9V@5,SC7FZ^(H1G5>KD^;5]VDTF_N3>Z>IY+ MX5T+Q)\#=!CTFVMKSQSX8MPOV?[.T2:A9K@;T$1VI+$&RRA6#*&V!6"K6O\ M\+
(U[Q!NM/#W@G5X;MD/^F>((ULK2 | 6Y:1^>=]*>G)7(->AT41HN"Y82:0 M5,RAB)NOB:$9U'JW]KONXII7|+7>KOK?QC2?#?BGX(^$[G38(YO'7AWRBXCM
M4AM[VQD<,9O+B)5'@+DLJ!@\8.T!P!AGPO\ B1K%]_ "FE^' !6LW5W'15K M";_58Q8:A6%\O,C$R.IZ@Q1OGCH.:|?U;_D%7O_ %O?_P!!-<]\)\ DE/@
MS_L"V7_HA*4:+@E&$FE]_P"+_P"".IF<,3.5?%4(S]/5O6*;[N,6E?TY;O5W M=R;P%X-/A#3;@W=U_:>MZC;,S4]192IN)R /E4D[8T4*B)GY54#DY)Z:BBNB
M,5!*,3R:I:IB*CJU7=O^M%T2V26B6B"BBBJ_KQ2;X>WGC;_OIK+6YM(6UU^_MZ6[CCW%;FW81,8\ C#;XH_FZXWC^(U[77&?#P#SO$^/^@WXUCP#IGAW2M0MK
M1K"]N[B":X20^6LRW"J5*,&W)YZGJ.E.>M>S%E^M-+BB[\"A_9_\4_:+^>; MQ>AN+B|:>*>*$K]G4QLA*QC"F0ALN"",]B2:T9/@;KWCGA\ MQ1"(EZ @ 8# :ZA/ &/(&.,?0.X?
2D^6]ZG>Zl:(^?O^&:M2FT6_LF\016 M7V@3R106*RK#;RNUTR,H+Y.TW"$=.8A[8Q_!'P?|?:?K>LZO="_&^M=9FO;538-P0[60"1B"H N&^?0 MZE:Z;;:P0/K_VI
M&8DF\@?)Y>S)?S <$L'W9#8/:O:RP[T9'13>I)\\ZY^R_JNO75K>3^+F6[AM M8(MWDL^96B6WO9"2WS>;;HJ '[K#=R:Z'0/@+S?+ZT97UJ>MP/GB'JG'Q3#*"9/'3WUR;VWN
M99KN DHJEI91%DG9NGEE88P0FQ,X6MKPO\!]0\, ^*-+U.+689(;5E\V-H6.Y M\;10[5!.-Q.0(?J 2.YS[:S*:12M,=\> W7[/^M:G>+6Z*SX4C=O6=2RY'*#DD A+C]G77Y/#YTV/Q-
"TN^V=KYEF$UP(FRT4A+GY M).9& _C9LA@<5[!Q2]+0(^>=[9XUR/T7OI[4;>;"QOXYK:WNGEG:=$9-KRN M6/S*]ML(' +1BW)-=3D^"NL>
(_'UWKLNLVK6/GV4]M8M;8(,$T4A#L/O'"2 M -SCS/0<^R*P^E&=*-@/&/&'P7USQ!K6O75O]MBT.H7*3QK>Q2LT:+;"$0G M:P^17S, ,?/UI:OO@'] ^QS6VN+=W2322WOV\2-
'J*F16B28!NB -VZGIC- M>W97ZT844[L#P2^_9MOKF]LG3Q'*+=+'YMKB)GD.^:4R$S(+33HH[06\AL4G5SB*=& /F8VR&9)&SR6CSD]$7K MWX%ZOI?B#4M5L+W[?%/]-
K=6=K).T:6L,+Q2>5M^Z<& *A'W1(W3))]WW@_6 MC<.E+R |N\5]2"W5/&&H:?]L^LG3K^WLHX5^5[F$,WG*\DE<@9*ADR1G#'/!Q M611?P3UFP|*OISZI8R2'5(;|V?ER_8VC2%
(VB(+EOF=3*>V\|@\D^SY&?:ER M*8'@R_L[ZPUY)/)XH=BVKR:@^XR,)8RTC+&RDX!'F#GG.Q?08ROB#\!?%*>' M;B;0|8FU/5&$$4ENLA0SPK[!7]Y)L./LTS '
/G'/?/T=N'3I2<4^9@>9?! MWX=:GX'CNI;V5(ENK6S46?G-<20R1P^7)NF8 N#A< <9#$8W&O3_.$4FX=A MFC@U(''_!,/^AZ!_P!AVP_]'+78BN-^)N!9ZIV_XGMA_P"CUKLAC:.: "BB
MB@ HS2<&KD?)?2^[2@1?_2AJZ_-<['+>./^/PG_V&%_)YZZE:Y7OP1_:'A+_L_K_P"D\!=5QGK0 M&:#BF_M/_T*37-?#@_) -U_V%M3_]+[BNE^7C>)>2>N!H-UW_
.)OJG_I?/0!U&.: M6D#+ZT;A0 M%(6'/EW+ZT %%(67UHW#UH 6BDW#UH#J3BF M%+N Z'--W#Z M4@%HIK2!:7<* %HHR/QI._]: *NK' B57O\ UQ?_ -!-<[\)?^24^"_ ^P+9?
M^B$KH-6Q_9-[@_\+%___$$US_PC_P"25>#/^P+9?^B$H ZVBBB@ H4444 (MU?/MSK%MH/BN|M:C7=NXK6TT\P"(;%BWL3)&<<,#C//.!7T'7E7A[MP'I?BCQ)>ZQJ$/VB?2-
;OC:QN%:/=(L0+$$'D:1@C&,F@"I=WGAVP$37'Q3O MX5EB:92UU9@&-8UD9O\ 4_="2(Q/HRGN*I?VUH$WFO!\1M6NDS9>$P75D_VC M X M+S,O1]0T#6O"$?B:'XE:I'HY"
[[AY[3;"Q4-L<^3A6 (R*]WWB?PE9Z;JUX? MBO>W"':9E;E8KRR++_P P$?\ JOO$HP]0:ZC7/@?HVN>$KKPZU[]%I97+Q/(M]M)&*81P)
%,Y&4@H@SD=>>>#BLMOV;O#]Z(FFVM_]E@L32M'<02QF5#*\|/C M=&5.1A>(+Z,ZNY+LRQVB62[74+L6&ZA!QMZ[;V;VR%XX.)AQDL#O+AF!1,;]3$T+Q!17B;Q@_A_3O&OB*ZD6
MV:\2^B>S:WDC"PL2&$1S_KU_(^V9M*U_1-=\16&CZ/\ $#7-7DNX)YS<6=Q9 MO%$L1CSN(BZGS%Q@'(R>E;?@K]GOPWX'O#1C]?;&EX0^$&F^#KI]&_P!0OIEHGA,MXZ$E&2!,
(BCY4MXE'8YR3F M@>A$MQJ.EQV5K=VWC[7=0M9K[^SVEMIK5EBEV.QWGR>,!>>_(]'_(2#PGY/ MG'XM7QB\OSMPO:/ 3S/*W?ZGIY@*?7BM+1_U?=*"TP&+U"=*TP7NI+U"ZE]UQ;R7;7INII
MT%P)#;^1D,B*!H!SC):+$DDUS.J?LJ;:'X6N!)T/7+]PENY(WFNKF"*7XJ7Q5-IG@^ZTZUU'X@ZW%?:A-%|:6AGM1++OE2+;1+C4] M>U26]T^*&,XDMS%&E^8Y4E4RKL) \Q
<(5X)!)%(DYV'Q#X5DMUFC^+5\T1A M^T!A>V>TQY(W ^3R,JWY&K4E]H"JI?XI:DN9A;C==6@S(1D)_]>N.<58F_9Z MT!F3RKNZ@5=-BTOR_(M9@8XT,:MF6%R&VG!VD
]QUJI#^S+X9CU"WOFOM1GN MH3&%DN!;R[E5 A#!HB&+A5+2$&0[1AP !0O,97\,ZOHWBJ^U6#3OB)K5Q@LIL MEO%+>1W%HT+23'$:*PBY).!CU(QG-7K";1-2UM-'M/B?
JES]KPBX6TBNK1I# M&5#!L"'H58,/8Y]3P_|L_Z-X9\/7VD6FK:PT=Q]B$5Q))"0;5:1E:W6/|UM MPA4?2?#9[YS4?@_X V/A'Q6=836=0NXH8H8[2SE$86(I:I;^8S!=SN54]-J_-
M]W@&F[=!Z6,^'Q/X5NFG1/BIJC);VJWTDPGMO+$#,563?Y&T@D>O\ZOZ?<:.5 MJ=]-8P_$;5VNX8VG^SI !D\IE 0Q%%"EW4*JA=K=,@$=5X/^%,D>"M0N;VR>XDGN+6.T@'/S'-
/01RGAW5O#WBZ2QBTOXGZM)AD-L ,H">1V] M/4_$'A2?&;ZNOBK]BPPM-&^RXM68(@>>1<" G*]RDC&?F7U%;G@_P" ^A^" M]4LKRPOM1:.SCC2.TF>(PET@-NDIQ&&+B']W]
[;@ D%N:H;,^SEHNFQ7'1:S MK(\)DNA<.TD&Z:.XB@CDC8^5TQ:1'<,/D$ECDTM '22:-%I^GWDOQ+U>&UO MHO.M9)I[6,2IL+Y!:$?P@GZ U8:ST|;/3+H_$;6EM=2=$LY3-:[9V?
[@4^1S MNR,>N:EU;X$Z5KDGAN2|U;5)WT* 00&1H7|W"X#R!HB"V.NW /<&DD^ ^CS6 M7A*U?4=2:+PU.L]KEXL2D2)(!(OE[0 8U V!"JY4$ D4AE'4M0\/Z.]XE]\4
MJ0M&LY%AN/.N!12*(O"*ZE/8\7;L7L)<202;K/2Z@H/.GDP,J>AN9.N>,>F2Q&1H^O>% M-=|P:=\36|R,>@@$/HK'\#36\0>&)KS|/;_ !4U"[G4(]QP7UD3
M&C+N#G]U|W:0<^X]:U]6_9_T+5+-(8[!4K";,S,EW:RQB53*5+\LC _=(&1Q MN;'."*-K^$#X2LX;6))=2*6]NUJNZ=22C101')V]=MO^')M@TZ#*UYXC\,: M?
9&\G^*>JK;^3YX99K9LQ[PF\8@Y 9@,CU1+;7O#TI N/B9JUA(RW$BQ7-Y9 M!FCA:19).(B-H\F0]> C9QM.+]]^SMI6J:GV\V/8S2FX)?\ U>CVFJCXGZFVGWCM';7*W5HR3.N[0QVNJ-
JR&$QAS*TKRE=QO6+5)=@=A5BO&<$YY 3_V;=!T^^ANC]VK730V, M>GQQSO"52*-X64 B(-_RPC'7'WCC/]M:U=' ,"(>>0:T\.|O_ *'+Q#_W\MO_ (S6]X3),VO@_P .Z=HMDTC6EC E
MO$TS;G*J 6/<\5K[]'CWQ&!WD-GH?_%7:]-NUNPT7$CV_RYF'S#$/4?EZ@ MUUW_KZ[_Z'/Q"#_OVV_P 8I?B9_P >.@?]AW3_/T>M=C0!QG_KR_Z' M3Q%_WW;?
_&*3_A7=\.GC3Q"/^!VW_P 8KM** ,,_X5|>G_F=?$7_'W:?,&* M3_A7=WW\:>(<_P" ;?\ QBNTSBC=F@#R!? 5Y_PM*6+_ (2[7BW]C(PEW6^[M'GMQ_]<8_#\:ZO\ X5_>< ^-/$1_X';?
_&*E')6W_[_B_\ I0U=>: /(=4: MTT?QC93>9O&?B;^U[U/-MX5$!WQC?N;<(. +LY)/&Y/[PSU8^']VRX_X3/Q% MCTWVW QBGZK\,]+UCQMI_BJ9K@:O8J[6\B5D5
D#)MQC:_FG=Z[$_NBNO Q M1T \H[9>]R.^\++_P)?K[(M6506>W^3]Q,(C_M ,"MO_C%6O"_(0\)?\ 887_-)YZZD&@#C5^'EX.GC3Q%_WW;?_ !B@_#N\ M/7QGX@/_
*V_P#C%=G10!Q7_"NKG_H(M,O?'. MN6,ND75S=73-]G6-8YM0O$C;<8.2S02$@'CVR!7T'DC-?, ^H? /P[\2)]4O- M0\3:UH]QJ5Y=6MS8Z;=01QW26^I7DD6]9(F+8,K]9VD'D&C3]-
6ZFO)XS\$1 M231M\8IA+#9QW\D?V^R!6W<*4E(\KA6#H0>AW+ZUSOA7XP^"_$RO(_Q'UC2+ M5I%BM;G4;FRB2[+22HIB_=?,"86/T9?6MZ3]D+P>VDVUC%]L.M6OV:.%(KFWN
MD29#%!;0QL#Y>,@6D+H:M?:E?C38+:QN[*23S= MVUL@1=$_B\,>M3P^.?X%M-U[]EQXRTIRV1KN@&X@NG(X^8
M>M7]+_9:\+Z'J_AV_L]1UB%M&D,BPBY3R[G_$F6Y43#R^=LD\&AT]<$ DX% M-U[]EQXRVFUIM0GU+6(7;4+C4)(::XC2-Q,UN\L!_=Y\IGMHVC(SNR6^:!Q4Z M#'ZQKWA30=4L]-

U#XM75G?W=N+N"WFO;)7DA*LPD4&'E<(YSZ*?2]FF^-/ ^ ML7=O:67QBFNKFX$9BABOK)G?S"@CP!%SN,B8]=Z^HJ#Q5^R;H/C+QM;ZM?ZI MJ$6D6>EVNG6VE6L@1"T
N5621R"6(6Y.W&W!!)W9P$U[]D7P)J7]K2WVH:M# M:WUL;<0K=QI':R%+9//B.S*RXM(""25!7(6IUN4[616U+X@>&M+>W5_B#K4L MEWJ=KI=C'%=6#M>R3FVVO$!&2447<3-
G!"G.""N[8C\5^$!X=N]=_P"%N7:Z M/:S+!<7OVVS6**1L;49C#@$@@CU!!IDG[,/@VXU32+JUU/5+-].NX+E+>UNH MPDWD)8JD4@*$F,'3K5B!@[@W/.!1;]DW0M)^'*>$-
#UR^TBT74+._P#MR0VX MN$%NRE55DC3+;5 $D@=AP3NZ4_04K6T+UUXL\.)Y(L_B7]VHR2_9V"6]Y9?Z MJ=XT27+1 %/WL9X)/SKC)(!A\/>.?!WBG6M-
TG1OBUJ6J7VI"+/$.A^'_'VOZE+H2P&[NH)K1X=TK2J$4B'EE,+[O3(Z\XRX_V M,_ UQ<:A>R:IK5[+J$LL[RS7,3$&1K=CM(C&<&UCP3D\MDG-=E\(_@3X>^#> MJ>(+
[1M0U.\EU@P^:FH3K*L"1-*T<<6$4A09G^\6/3FFK6U'H;I^'MXW/_": M>(L_[]M_\8I?^%>WF,?\)GXBQ_OVW_QBNO\ -W884H?/4T".$U3X>W?]F79_ MX3/Q"
<0OQOMO[I_Z8U>^#\9C^$_@M2[2$:+9?,V,G]PGI71:K(&TJ]Q_SQ?_ M -!-<]\)#_Q:KP8?^H+9?^B$H ZZBBB@ HHHH *X[X>??\3C_J-W'\DKL:X[MX=G]YXG_
.PW>@?]AVP_P#1ZUV%<=\3/^/+0/\ L.V'_H]:[&@ HHHH 0C- M)@TZB@#D%_Y*U)_V!%_]*&KKZY!?^2M2?]@1?_2AJZ^@ HI",TM '*^./^0A MX2_[#"_^D\]=2M@J)6TN7&_0
MK6_A/]H!VLL:EE(WPN^-5NMM-: M^(;B.]?3[6:]O5>T$MQ>)"VZ)SY?,?F/@>PZ]ST5C^VEH-T88WT/45FW[9UC M>&0(&D5$V,LF)22ZY"9V\YQBND\-_M'0^*I+FWM] O-/N_\
A'5\0VT-^\0: MXB8$JJ[&8N1S5;7*N^QYM\+]2^,/B+P!\23J%OK9\5->B/2(=5@6 MQA6'SG >%B%W$)R5.T':@W?,2.D\/^"_BWI?A#QF);RY?Q3J-CITEKG^!?CU<6=G.?$5WI\UO/
R6EU<6LOFJ9K M43^>R1\KL%VRA&S@J.".6VO@GXJ7'PATZV\?S3:YJT?B[2+N[M8H$E!LH[BV M,H41%_,3>K2W%H-/MYUFT?2/ OB7Q'/93+_86K2:3/9/Q,TB'/R@9SN3#C
MV.20,D)>Z.[.4^%?@/Q9X<\9:.=0T>\TZ)=.;Y&EM8X)K&;BPA_LVYN&NM&AUI&:6&$".8N(E^=QDYC;<1D(,%N#D8-EC^DS1W<$MNC):VZRQ1(=HB4/'*AS@;2I7D8 MK+F\#?
&W38;*UTMKAY9O$4E[>W=UJTH7\5UM U"V$,D,(>>.W5F'F M^]E12%SCGIBJ=U[PG+D]UC/AUX%^* M_A+X):W9ZA)]L\5+9V-MI6EP74$%O L=I;K($9%
3,OGY&>0J@%6FMW=ROB'6?#MM%9S+J*^4EXL3K(GR\HQ(3+#(.3SG-6%_;4T'1_! ML.LZI;R.L9MX7"M"D]Q(*22.EN)&957S%^\<<_>QS4.F_M;WDEW/]K\.W,U
MTMU<6,.EV'E.\CI>W%NK>8TH .(&RI'7D$@BHTUN5>VIFP^!OCW>WVH0#Q#J M&E:5+=6_V?;+:R3Q6P7+#S26S(#\K?)@]0QIK^#OV@]8U6*.;5)-#LGL[".Y MN+2]@?
L4*S*BKC8!,DO&,8VD9R:[?X2_\DK\&_| 8%LO_1"5T.K_ M /(*O>/^6+_^@FN?^$G_"2OP8?^H+9?^B$I =91110 4444 %<=\.O]9XG_ M .PW0Z#\2K#PKK/BK3[C2M?O)4UB9_-
TW1+NZB(9(V $D<94D9 MY&>#3]>.:6O.Q\;M);_)E_Q=_X3&H?_&:0_&[2NWA_Q<1_V+%__P#&:0'H MF[':C*\|;XUZ5_T+_B__P)C4/_ (S0?C7IF1_Q3_BX?]RQ?_| QF@#T2BO
M.V^-6EJ/^0!XN/\ W+-__P#&:8?C?I2D#_A'O&!^GA?4/_C- 'H]&,UYW_PN M[2O^A?\| %W_A,7__,9I?^%V:7P/^$?\7<_]2QJ'_P 9H]#Z45YX?C9I:_\ MR_XO/T\+W_\
|9H'QLTH\CP_XN_\)C4/_C- 'H>W-&,5YVWQNTI>3X>\7X]? M^$7U#_XS0OQNTMAD>'_%W_A,7_\ \9H]$HKSS_A=FE_]"_XN_\ "8O_/XS M1_PNO2L9_P"$?\7?
^$QJ'_QF@#T+FEYQ7G8^-VEGIX>\7_| A,:A_P#&:3_A M>&E]O#WB_P#\)?4/_C- 'HV*2O//^%VZ4?\ F >+O_"8U#_XS1_PNS2O^A>\ M89_[%?4/_C- 'H>WVH"^E>=?
|+OTKI_PC_B\' L5]0_^,T[_(7;I7_0O^+O M_"8O_P#XS0!Z)M-&TUYVWQOPTI,#_(1_Q=_X3%__/&:/^%W:6W_#+WB_|M\)B__P#C- 'HFT_2C:?K7G7_N[21UT#QBX/I2;:\Z?
XY:4@Y\/^+_P\+Z@?_:-(OQPTJ3D>'_%^!W_.$8 MU#_XS0!Z+SVI?K7G?_"[M)*Y_P"$?\7;?7_A&-0_^,T?\+JTKC'A_P 7G_N6 M-0_^,T
>B8I=IKSO_A=FE+_S+_B\?]ROJ'_QFC_A=VE=3X?\7X_[%?4/_C- M'H=%>=_\+LTIA_R+_B[/_8L7_P#\9I1\:]*_Z%[Q>?\ N6+_ /\ C- &E\3? M^/+0/^P[I_| Z/6NQKQ#XC?
&/3+BRT0+H/BI-FM6+GS?#E\F0)EX&8AD^@') M[9KK!\;-+*C_(I_Q=C_+%C4/\ XS0!Z'17GW_"Z-* Z%[Q?_X3&H?_ !FC M_A=.E?\ 0O\ B[_PF-0_^,U0'H-%>>GXU:4/^9?2?7\?|7?
A,:A_P#&:3_A=FE] MO#WB_P#\)C4/_C-2!J+_ ,E:D_[B_ | I0U=?7B\8'Z>%]0_\ C- &UXX_Y"'A+_L, M+_Z3SUU.:\7\9?&339KWPNRZ#XK41:LKD2>&[Y21Y$PPN8OF/.<#G /I72_\
M+JTK_H7O&'_A+ZA_\9IZ >AT5YY_PNK2O^A>\7_^$Q]?'_P 9H^A? M"8U#_..,T >AUY=I?BSPEX2T&^NM?O=.L9$U2^+R73JK*IU*X2-CGG&YR M >@+'WJ]_P
+ITOG'A_Q?_X3&H?_!FOGC7/!WA7XHMJ^I7\'C:TFNVO;%X[M/PQ=RQMMU62XB=P865F0@KM(XWN#Z"0/H[[5X"MVLX8+;2<6[R",P01E+0E"
MSDL!B+BCCK7O&@_%+3M!MY8&TCQ ME"83"A*7J+!'QMB4) !M4#C//O0/H=_I_A#1-)N(Y[+1[*SFBB,,"BS6GV232+*2U$IG M$#VZ%!(227QC&
[])SUYI'\'Z%)I\MB^C6#64LGFR6S6R&-WSG<5Q@GWKEO\ MA=6E,!_Q3_B[_P)C4/_ (S2?\+JTM>GA_QC$=ZY#_A=6E]_#_B[_,)C4/\ XS2?\+HTS_H7_%W_ (3&H?\ QF@#K_\
MA&]+\QF;3K5BV<[HE.H[7PCH=E"D5OHUC!$GW4BMT55^;=P M /[P!^HS7*+\:=,_Z%%Q_Q=_%Q_Q=_X3%I#_B[_ &:7_A=@/_+\/?%Q_X3%__+:J'Z%/\\ M>'//TGYV@QN_OR&5R@-^H\C%
PC@>@Z59C\,Z3%,\J:9:I*S;V=85#%BE_]"_XN_P#"7U#_ .,TO_"ZM+/_ #+_ (N_\)C4/_C-%@#+_ (:^ M$/A+PCXLU#Q+I&B0V6LWT9BFN$=S\A*DJJEMJ@E%.% Z"NRKS[_A=.E_]"_X
MN_| "8U#_P",TC?&K2_^A?\| %_| X3&H?_&: .WU;_D$WO\ UQ?_ -!-<]\) M?^24^#/^P+9?^B$KG]4^-&F/IMVH\/>+ANA<9;PS?@?=/7]S6U\&[@7/PE\% M.%90VB61 =2I_P!0G4$9%
'94444 %%%% ",,UX+KVC^++Y]2E*SS!IM=O- M-OXTG$0BMYUC4W2YZR0E591UPS_2O>STKQ23XMZ5\,KC7$U&TO+DSZGJ%VQM M8U80PP)$TLCEF' WKP,DD\ T#,!KKXT+#
<(RN"^I/"D%O';H8K=C(JN)6+!E M4&-\%0Q(//.*Q;/3_C+;^)-#OTMKR5XXTAF:Y> QS%TT[S?/7>0BY6\PT8W MH, [CN]'/[1VC1Z1Z+Y@M9X-LP18(IY!QGI5Z]A&/J5Y\6
M=2L1>Q:9+8:G;6@M6VF YD9[/SI(T+LK#"W!3=Z=.0#M>.;[XG-#X'2-(6QY8@VD, M)2K!S=0!2I/W_FV@$C/N NN>&_&>J7'@_4+.^O;:[M],:&Y-Q' ?+GDFM$>5 MD'RF00_:2,
<#:0/O$-R7BKQ;\4O"7@WQ-K>H(HDL[V46BB-$$<'[Y$?<&*LI M_<'+H=K%B1C[O>O\=['1_!^FZYK.EWUK]L:]9X(U1FMH[8N9&E._&0J9N&\0N5;&QO[W7%6=@: M=CSG2?\
A;&OZ#=:YIFK7MQ'JT%I+FVCMU&Y([]-W"YX3I.H_&Q3;/=6MK,MQ>RI'D6_::V4%A!;HUNY6T9BH!PQ!DO5 .0?*3U
MRWT3QZ<_2D^7)^7GZ4^MPN?/6IV'Q6UR32RUQ>65_97B3K-;Q6RV[QC3I@25 M+$EGG<*RMD*2"N,;JN7-W\7]2O->%K%+ID*M')8A_LTNXK#<%HP2.$:1+8'=
MDC>WS#J/>3C^Z,T#W H>J$>$:AOWNIV-RUM&T38B^R6RW"(6)5!YBRC MH>AQUW5[N,>@I !Z4EU&?-FD^,/C%JTT-Y9Z?<7FF27\19I([:';&)9%FC5< MDM'L$95B5;);DC
K;AO_ (NR2Z1Q);!H)'OVN+:WE7[05.Z-%1E/E]<&-MV3 MSOS7O04#H !]*, =AB@#Q+4!\3+S3?"36\4EE?S6ODZM=;X7>W8W-NK.JG$9 M;RO/8?(<8 QG@Y7B!?BI?Z7%-
;PWAUFQ,4T44?V=+:1QITN>=V6)NF"LK?*, M+M'!:OH'CT%+\M,1\]^()?BEXDU)9(]*O+"RB:YEM;=OLZ!QY5VJ"=EEW*V? MLVT*>=Q)Z9&-\4/"7Q-^',,VWQ%USQ!<6^G><-
!4V4MNB)&GF;9H9 M'8N6#JPP^5/RE1C&3FLBUF^,]_HB17TL]E>S079WV%M:CR;CRX?)C40_V>*54\B'.=IP M2SM,#G. @P!U,]\?BWI,]W::3:[-.A1X[8*L4I=#ZUN%B0+N57"NT>
M,DY."3WK#O$^+NL:#J=N\-P+F*,2:9YPMHTN66[8H;ID;*/Y2Q$K'A<%N_^ MAP%[*/RIVT>@H'T/#_&#?$E6T*\T1M0=GTF..]@\NU)2%[%O$";=5VGS@0H;J=I8*2H8K@D*
<9)Q70[1Z#\J6D(X M[XG &RT#_L.V!_| (ZUV Z5R'Q,_X\|=!_P"PY8?^CEKKMWM0,=2'%+10 WBB MG4@% ''+_P E:D_[B_^E#5V(KD5Q_PMJ3_L"+_Z4-77#F@#RWQ-I'BRZ^,>
MAWMD;C_A$(856^@2Z11)-B?8X0\[5)&X9&[='P0AKU(#;]*1E7N*-U '+>-L M?VCX2_[#*_\| I//75UROC8?\3#PE_P!AA?\| TGGKJ<^U :2G44)N%V:7* $S2T44 (12T44 %%%%
!111SZ4 4]6YTN]_ZXO\ ^@FN?^$8 M_P"+5>#/^P+9?^B$K?UC_D%WO_7%_P#T$U@?"3_DE/@S_L"V7_HA* .LHHHH M **** &
[J^9O%'B(Z7XE\10W=KX5ELKC4KJTMCKLKB:198XA/$H"X*LPQ@9R M-N:^FMOI7Q-\7/"XUWXQZ7J\=Y]GG\.ZU?/-$8Y_WD4\MSW3_A85C+H=K9LGP^DTK2[D&!9+V4I;
MS88<$CAB"PQW!(Z57M?$&EZ1'J5JFE?#NV2.-DO8?M$H*))Y2G>-N0#Y4(_X M GH*\RU;X;0^9)>:#;C1T@DCMXU:9X_*E4AP/EY#JQSZY/K5-O#VI2/&S^$/!
MTICMVM4,CW#XB974KRO3;+(/H[#O2>%_&5EI?AO3+/4KV:\U&"VCCN;F+3IH MUEE"@.X4)A03DX'3-:8^(6B_\]]_;K_P 9_| XBJY8WM<7-(H0:%J-K&$B\(^
M#47[,]FR@SX>%BQ9&&WY@2[GG^\WK76_\)Y\0AC_ $#PV/\ MM_X3_P"(73[#X;_[M_7'_,31_P)]\0O^?+PW_W^N/\ XFL ?$'1^F^[_&PG_P#B*7_A8_A8&D[_ M_/ "?_XBERQ"[-[_
(3[XA_\^/AO_O\ 7'_Q-(?'P_P 0O^?+PW_W^N/_ (FL M$^/M'_YZW?\ X S_/Q% \?Z.O\ '=_^,__,13Y8!=F_\ \+_ ^(7_CX;_M _.UQ_ \$T?\)]\0O^?+PW_W^N/_(FN?_X6#H[='NS]+"?_._.
(H_P"%@:1V MDNO_!G_P#B*?+ .9G0?\)]]]\0O^?+PW_P#\7_P!_/KC_ XFC XFC_A/OB%_P+ ^7AO_ _+ 7 M'_Q-8'_"P-'_.>ET![V,_| \10?B!H[' >[_P# "?_ ^(J>6(^(_:1O?\)_ \ M$+_P#\7K_&.ARX?'
_]_KC_ X3[XA_\^/AR9Q_[B_|-_ | ?ZX_ ^)K_\+@?] M$$4'X@:0/_L:_H9=B:2#>5HOA .@_2\5 J)H D^J?R>5N_^?@_X9M>.[1K+1(:Q2O_Z.+9HX^5LTG9N0^$X'6/_C- 'HFT_2C:?K7G7_N[21UT#QBX/I2;:\Z?
(BE_P"%@:+_ '[O_P)_| XBERQ"[- MT?$#XA?\^/AO_O\ 7'_Q-+_;BP+ .FB%_P _ME^_?_P#%_/^P#P/^F?\2YCFA? M_PY@\ ,4&-FB^P!]JQ_OB^/\ \1FT @"SKH+7^_1V_K7_A*KG4,G%_.
M_P"6EW_X S_W!?\1/4?L'P]\?_(_'Q/WF@]%_\/4X/WXXP+]\2YP,Q@_^,_.G0^_X@ QD#_P#N#2_P9IQA_P%^P#/Z_W"O\F^'_P/X&K#)5B?OD7'=>@T_\ N@$ Y0>XA?8_:X\?/^O
B!HW]^[_)) M (BERQ"\B3Q1X@^(7B.WL(S;^&XC:W]O>Y$UQ\WEN&Q]SOBMM?'WQ!7_)>< M#9_[E.P&_ ,37.7'Q*\/VB%OKZK >;'TS_H>B.+5TP/R1V,9G8"O M8FB7 (AT99L# 9*\B@SJWT4 _,4J7
M_P#\11A_P#\RSAXO_I&_| \17O$,(^FMV\6=^E_P-/ ,^(L]/Q\-O7_\7W_B_M@!J5XD_Q\2_P#1Q3^DX+R2.8_1PZJ4S.J'U%VJ7.\5_P!\/P_RP(_\ 2,31_O^A0N<3TF#4U_BN_,T #Q(PS=@_V2N*X#/N$
M[]W_ . ,P_P#\11/(DX*>7_]OMD*IUF$&_T.%6F@ 7X"9TUWU_ .+_W=2BN!@#F=<*'IYB^M/(')D8^8B+?B H_ZQT?:BGL@>%,6YQ,M=#HR<6U_P8S0D_WT_A6FL_Q&RTU%UHQ_HPQP[_ID/A9L
MB%K%QI$GV7PW&;"]6['[ZX^;$;IC[G^W^E;' "P/B%_SX^^&O^%>R5E?^8+D38XB^S,@^>;&Y?,N[JZR9I^/.N))9C*J?\ "P-B7F>6,?T:3=^SC 0X5^7_O"?@F<6R ZL_N&I/O F@@R^>'30?[B9?G<V@?$V_F8]$:5Z^YG
(6#\0O^?'PW_P!_ MKC_X3%__ !-,R$H P#^TKV?'7F^/+4H:M+B.]'1HXJXH1?:>T\.@X.+%&<%**O$]N<E]]9#4B[W_'(6?@5)G9"N?_Q-$OCW_X\<7!>4U:$R:IC\BC X,N2"J%A@>'A>4D* T\Y6^@KH
,_P#\11_PL#1O[]W_ .,_P#\11RQ#[]'N[O=0_X3[XA_\^/AO_ _^M_Q-+_PL#0_^+P5;A0.U_P#_>+Y\#4,/"/XW_&+C*R_+H*P4_X8X"J^\G,KM>1J^O_+/2A?FS)7%E/VEX?_J'QV*%F=W.6_&,T"5]OPI^.@0E'X
MS?\ ^%@?$' GR\-_]_KC_P#B*7_A\^Q@G^O7UE+R1D?1^>A7U>Y?_#Q&@@?9=/ *?OOF/RJ89^P_T?4<C1<3Q_Z"Y/*%M7K8)&_7.+'*$MG^%P9'%,+L5^Y+4F=6 >1@_DN!GU7'TW1I?>'P>_V$=->9R
=V>FV]K*T!)C+QQJA*D@'&5/4"O(W^(FBQ MQL6>Z48R6^PS\?\ CE>S^"M0M]7\)Z5?6DGG6ES LT,@! =&&589[$'/XUG) M)+0N+?4WNU)2]J2LRPHHI5ZT
)G&:^=/&7CC6O!]QJ::;*]C9SZIJ4\UY' K MLTL2PF.W#."B&0&0@L#GR]HY;-?1;#K7S_J-UI&DZ[K9N8_$M_J=]J]V\=AH M-[)'B*%81)*5\Q% 7>F>A!;-L/VJ-
7O+C8/"X?;;75UY(F*S3+''*Z"-"/F M=C&J[2?G)Z*:9:_$+P?]FO1:?:2^*IK>678EXVLS1Q[<0?/\|B\;KE%QU)5 ML#[N[HH_"GPL\0>)M&OAJE[&195CBEE14:-&S(XB"A>S-C/&#!
M#^T1]]Q=3]GA]!:IJ8LDEE*MSZA\.;>&61_&>I,D+.DC1Z]< M.$*9W@X<]-K$^@5CT!PNI!A6?[1/BC4)/*M?"5N["WB,+$6. M176S1>!8-)N=3D\3ZP+""Y-
D\W]L7)!F#%#&N&^9MP(PN>0163'X6^%*^*%U M-=6O1K\T<,:70U*X^T21R_ZK:VZ,AN&D@@DD;>$V^6IGQN&>NQL9Q5.;7/AC#:Q3OXVU%(ID>1&;7;D95!(6."_&!%+]=C8S
M@U2WO8#+D_:*U^XM;(0^%)+*\ODNA%#=!RT;0P/]Y=H)_P!(C>/C^'#9&0#> MM?CEXFN+Z*PM=$L;VXD^RQ+()ID7=(;4&9AY9Q#_ *2V#G/[EO?&WIMIX(U. M*:2V\3:R\<-
JUY*QUFY CA5W1G;+?* T<@YPHA=F!' YHZ[#T-?XA_'#6?!OB2\TBVT2"]>.*WEB MG,Y$6UV57,K8Q%@G@,1N!!!P&Q3U#XV>*K6&,S>%$4:A-=6E@]O/)+MEA=03
M,RQ$*IC$LBLNX'RL*S[/Q-\,;G2[*_?QC]MK;7MJM[%]KUFYB)B*LP8AF&/E1C@\X4FE&PC"\1 M?M*^)/">GPS7/A2%HKB00VDDUT\99E,@1@XP220!72^*OCW=Z#X
MQET2'3;66*#2%U*6X\|L69ED(2-<#?C8,X/W6W' !JXOPS^'_P 5M/EM9;K4 M]?L[68;X;K4;B1$EV^C-C<%?![C<0>XK7C_9_P#"$.LPZPD6H+JL,'V:*^&H MS^A--
^@'G]U^TEXCM?!9\1R^%%CA:6.VBM5:5Y99?)\V3HF MU4V*V3N;@ \9?I?[2^L:U>2P6?ANSFC_M0V"2&_$855DD4L^Y?E+!!L[-AP M#\O/J7_"J=SDZGKV?\ L,7'_P 765HO[/\ X2\-
R73Z0NI:8UU(99VM-2GC M,K$DY;#<]3^9]:0'.2?%#Q%I'Q'U31?[-^V6MQJ8BM+BX<011Q""S+*A(^=M MT\K #).PCZ<]/^T%XK\10WEM8>$9=-$FFSSPW%Q+Y_P#!Q<__!=
'8[O<4;O<5QO_"KM._Z"FO?^ M#BX_^+H_X5?IW_04U[P_<7'_,70!V6[W6C=[K7&?*MTW_H*:_P#\9I1\:]*_Z%[Q>_/P#O^L_UOZ&H_P"%6Z;_ -!37O_\H?^B@#YT?[/>J?O_*
5:XW_A5VF?]!/B/_ <7'_Q=.?X5?O"7_Q>W_ #B MI/X5^^C9;-L+!7J.>*$#M]LD*MZ?$-@@+ZGS@E@OL.G'2;9^ZQQ[/O ^UMK/B&%Q5B;W@7VK]$P\CUUV"LL^6]C@_WX,@$!A3_^%P[L?IQ^R%>-TH^9W+IR!S\^-W!.:L
S_\73L!V\>[W%&[W%<;_M_*MTS_H*:_P#^#BX_^+HF^(7I[W^%+QL"L^>+L1^#]0/8$3>^Q>>L]'T.%9M+X@K6R;=Q'DFP+=^XX'G3?:7I1*75VN;8@P2Z'W7+C$C7I3H7@TGO%DS6Z_]J,4%_MR8#4+_S.*3Y>*T/F_T5[*@*M%G>V-'?I8
'&;G_XN@#EOB'X:N/"NH^&#9:KJ[[]=MT>UO\>|\}O^/0&+89;*]9NJA[*+=6N-$Y'B1$G%U0 &J;?R+7Q^?_O@5&^+A0/*3#'8/>\ZT#2='-#FN,_BN4*%^*0V#J80ON!90#4OV'$N(^2,6-<A+7/#JB@:9T-D(U@\5,C=#&I9L.X!A:"&[\)D1<`+$LT%8S)+P1]P$_.
P>NISN MY&*\H\9?#/3X;[PNJZIKI\S5E0[M6N#@>1,NE'PLTW_ *"NOG_N M,W/_ ,73 [/=[K1N]UKC3\+=.'_,4U[_ ,'%S_| %T?*OT[_H*:]_X.+C_ X MN@#LL^XKE_AWM/A^["D?
|A;4_P#TON*J_P#"KM- Z"FO?^#BBY_ | BZYSP'\, MM/FT.X+:IKH(U/44^35[A>%O9P#]_KQR>YR: /5 Q]J7U'S>U<=_PJO3_^@KKW_@XN?_BZ7_A5NF_] M!37O_!S<_P#Q= '8;F]J-
Q]17'?*KT[MJNOC_N,7/\ \71_PJO3_P#H*Z]_X.+G_P"+H Z;6,G2;W)'^H?_ -!-<_| "/ ^%/@P?]06R_| 1"5G:I*].73 M+MO[5U_(A<_\AFY_NG_;J[\'H1#\)_!:*Q8#1;+EB2?]0G44C!%>
M_-BOCOXU65MKWB-(K3Q/H.DZGHVO7T[P:CJ$,3QO)'"8G*LK"&3C#8/RD$Y MI#/4)?A;;?06*P2>&O#\%KNR(VUVX"CY[=L#-OTW6T/'L?4U'X?\| A;JV@:MI M=U;::3H\]]I-LMI
;C7I9F2%0=D9+6F0%#-@@@\|DUP0\63:Y-+'K?CWPQ-:1 MJ(HPVK1,6Q,&WCY/DRH7KGE!6+H.HW,5[]JO/B/X>MKV26WCN[Y==26>6,-; M"X:-
BN8A(L<^$'3*C(XP^H7/6T^$>M_V@UV=&TD[[N6[DMSK]QY3M)/]H*,O MV7E1-EP/5CVXK*TW]G4:'9O:Z?X3T*T222&5F77)W+211O&'.^U8%BLC[B02 M8TKRN QMN
6D;MT.*YR']GV[M_M MGE:!IL8NEA1ROB*XW*L3;D"N;4LN"!@@Y&,# XKD-2UR=9]FE?%W3H["5YVG M\[Q"LDRJ/M7V8*2"5X:UW>OEGD\DK)XUU.'588[;XJ:+-91;!#--KB QXE9I
M?-7;^]W1E47/W",U.E[,#KKSX)R6:ZA=7VD:+''?QS0W3W'B"4(ZS!U8#-J/ M+_UCXV;>6/4FL[Q!^SGKOBCQ4FJFF/936MQIZZC*[2^892Q68P?)DS'D M#/RX'!-,77-
#U+PS;V.M_$;P]J:VNLK?QRW>NP\PQV_*R-T;$^\E3P%ABJ6 MG^**VL8-#\SXG:&!'>@W:V>N1[(X%$7EA$X7:)05QAMX."0-K'8])T_X?>(- M-T6^TQ= T-[:^L?[.G#:S,I:',IQ\MJ
#^_DY !YKFF^ =S+)ISR>'$:XT_ M!MW_ +:D' \S@I]CV,,2L.5]/2N5\9^/M6U#7O$]QHOQ6T'3[:XDB&EL^LPK M!%'B ,KJRG#DK. 0.?.!).%"I)K%J]]+'!\2]$LX9+Z\D>XD\0J)S;R/%(D2
M.QW*%",I"GMFFM7=L70[:X^!=Y<&W8>'-'B$.JMK CCU^X"FX+H^<>'OC+K4WBC7+:;QSI]W>V,:(H?5X8K1\)Y;'.2"Y=@PVJ!B/YOF-:YUR35 M%AL[_P"(?AQ[>Y5?
M;1:TD&V02H^^/:1NE(5N6!Z+@@ALM+7<#VO0?#GBKP_ MK>L:M::+H?VO5G22X+:U.4)4$+A1:@ X)R<9.!DG QT(U+QX?^8)X>/_'%Y MO_D6OGW2_%%]'-5YT1))'_+3RUD_>
9._!/IZ3\ M/_BWX'__;S?_(U51\7P]_Z'/1_ ?!T?^-$>L]B$Q>\#HNG6.9[Q^G#A1$$*RX$(P? FUW6&M'Q /M]/UL&M_KP^4(C*3G7-DX&@*W_I6\2\RG-+@H^?BCWH)Y&M?W6L:3G4CZ^X;Q^!I7,^Q$!$.X1L\
[0\??] +P__P"#>; Y&JM_PO/X??\| 0Z:+_ P"!"!L?\| MC2?\+!R^'O_ 0Z:+X&Q_XT[6O[0\??] +P_P"#>; P"1J/[0\??] +P__P"#>;_P"# M>; Y&JK_ ,+R^'O_ 0Z:+_ ,+O_ (3$5 RU0"(W&YF=.N
%G^T/'W_0 M"\|/_/@WF_| D6D_M#Q]_P!'P /P_P .._#>;_Y&JO\ |+Q^'W_0Z:+_ ,&Q_XT:_ ,+R^'O_ 0Z:+_P"&>Q>H>'OV!_ |Q@_>7>5N>H#%>'C Z;#@M;Q_-G-:/F1=T3WHQ/(_+_A
:/^%Y?#W_W_*'31?\| P-C_ :,T+']H>/O^@/X>_\|C4?_ P"1J4?\)D^'G>_P#_ (3&Z6_5_^QH -_P"#>;_Y&JC_ |A0/V_B[C57_7E|]/?^ATV'I'V?8KQ$;1=P?_ZP_S2G_P#Y%I?^$Q?'L@0_H(^%
O#W_@WF_\ HO_/W]?_ .\1'_\ C:/^$P_X3&.A_V!?^_'P/_3:\SW4_ P?_3&__SC=_3R/__&:#=/_W/@/W_AQ_#\9X_X&__+P__?AR:/__HW,9%)P_\;_ZS?_)4PGR%2$
$C4/&WV/0_/T70U_XG=@4\K59CEO.7 .;88'OS]*ZU M;_Q[M'_$B\/?^#>?_P"1:1:T_Q'X+OT'C*C_W^Y$^>Y>HTBN4'_WHM'QNT1WIXJ6@'HYT5AG&XN[4@9Q(:I!W[8I#'K#)*S3/6[+8Q'Q!&RTE'E^T'HM!V.?C^!+YQ
H!^' P#P;3__"+1_:'CW_H!^'__P__/W_ + M ;3 P#R+57_ (7E\/?^ATV'I'K)_'(:IVIQ;PW&D/_QR^'G?QIHG_@/@J]_@Q_8A/"]V_P P;9_0;N(8:O_//P_/2P.:R?@&W/Q3&T8%C^HF/X
MPO+X>]O&>B_^!T.?''.?VAXV_X6E(1HNB?:O[&4;/[4FV;?;G/V;.?PKJ_ M[0\?7%?8^>Z@Y?,%O;FR]BOWMFU/[,V1YUN;@%D#@_.5L@@E40/\F6L&1.'^_ /O&'&^B+\#9+&4_0/^7<>+7*^7;2E;'0\?\'.O
'/:EX1U_5/&%EXENM T ZU8A4@G&N7 ,:XD!4#[- M]UA*V1T8JA/W%QU@O_'BK@:'X?/O_:_P BUY%XH\8>&-6^,6A>)K?QMX<_ML>QB6*XLY-4 ,[8GQ+MSMW1%P%!'(E;_ M
.1:Y'QA\:/ =U?>%C#XOT:01ZNKNPOH*/(F&3SZD?G72#XY?#T_P#,Z:+_ M .!L?^- %K^T/'O_ $ _/O#9 X-I__D6D.H>/O^@%P8^F>(M) #D%X> &T _U'KH] CZ3.M/U\@_ A>7P]_Z'31?_
C_P : +']H>/LC.A>'P.__$WF_P#D M6N=\"7WC==%N1:Z+H;Q_VIJ63-JDRG=]NGR,"V/&:VO^%Y?#TGCQGHOT^W1_ MXUSW@/XT> [?0[E9?&&BQEM4U)P/MT1RK7LY!^]T((]B*
.I_M#Q]G_) 7 MA_]Q>;_ .1:7^T/'O\ T O#_P#X-I__)%K_PO+X>_]#I(> _@#IHO_@;' C1_P + MR^'O_ 0Z:+_P _#&Q_XT[6?[0\??] +P__P"#>;_Y&JM_PO/X??\ (>K7_+#Y ! +P
,#8_P#&D_X7E\/?^ATV'I'K)_'(O5_$ O#_ | MX-I__D6D6D.H>/O^ @%P8^F>((M5_^%Y?#W_W_*'31?\| P-C_ :,T$#8_|:3_A>7P]_Z'31?_ |A'U>(__2!P>_^C_WO@_|&_P"#>;_^>;_
.1J/M_C[_H!>'__;S?_(U5?\ MA>7P]_Z'31?_ -C_P := PO+X>?]#EHO_@=' C0^W^/^@%X?_X-I__D6D6_P#!-_>X_P M.-- | MBTG]H>/_/H!>'__;S_P#R+5?_ (7E\/?^ATV'I'K)_'(\L A\/^9ST7 M_P #8_ |
&@"Q_:/C[_H!>'__;3_P;-#R+1_ :/C[_*7A_ \&T_P BU!_P MO3X??]#EHO\\|@'=1L3X0?]#GHO_:'CW_H!^'__/W_|>W_T M_P"#>;_Y&JJ_P#"\/A[_P!#EI?_ &Q_X-:7_A
_Y%JM_PO+X>?]#EHO_@=' C0^W^/^@%X?_X-I__D6D6_P#!-_>X_P M.-- | MBTG]H>/_/H!>'__;S_P#R+5?_ (7E\/?^ATV'I'K)_'(\L A\/^9ST7 M_P #8_ |
7L?]T^]:/P=NHKKX2^"YH9%EB; M1;/:Z$$']PG<4 =C1110 444"@ KQ.>]\0Z;>W W5T=)UC6I;CQ#XGL8KSQ!-
!#!H]C;W$4OK4L"YH/[15QKEC8W<'AC_1[B0AFDO4#K'YEM'D*%/SAKH HQ7&P\ MG(JOX?\ VG(?%#QO8:''=6/]HQZ?->0W>57S9+6.*1%:-68$W:9!"D!&Z\ Z
MEGI^@QK"L7Q8O%-Q<-%$JR:7F28%2R ?9N7RR9 Y^9?446NEZ!#-!:VOQ7O(MY[F9XX88I-+#22*5+]H%MRP+)D=02N:KJ!G:E\7M=NO#O@#5K>"RM8M99I;Y
M+:;S]BC:HC!9!D[GPP^4]1C)QS]>&_CS)X@\6:#HK>'3;G5;8WB3"Z1O+BW2 MJI*D DYA.0N=H93SDX=IUAI,VCZ5J,'Q7U0Z;J3#[#(3IR+.S'.$!MAEL]1U MSUI;?3-
)U1T:U^+&H7,]J&"R12Z6[KD]",BV..74?\"4=Q1W!&%)^U%''?\ MD2>&S%'+K*Z-#))>1@[RTB[Y5QNC53'\V1P'7&>0&Z7^T5>-I9OI='M[IX])
M+VXAM[C:L*B.=Y0K8.YAY&W80N&X+=ZT;.'P^RR2R?%34+>;RENKB*:32E<) MD?/(/LV:MV=KH,EO%JNET YL?M;6*Z;=7\VA^79I-);V[B\1?.=/)^3YU7#9E/'(_=M@L.:K:U^
MTO>VDVG)9Z=;W4D+?:+NWEF\MY[?[%<3$J0K!,-#@ DLQ7HH8$W_O\/_!. MD:C%IFB?$K4);K4;F62&*.33[@M-$JEU0FW;!164[1T!KT!?A/<_>'C;Q KD M ,XAT\,V
0,_Z+Z$C\:6E@.4L_VA)M5U:YL+#PX)/+OOL:/+>(@.T3,[,-I* M?+ S+GY6#K\PYQZ!\,_&UO\ $7PC9ZW#'#'YVY9(H7+B*16*NFXJN2"""<8R M#@D7_LK1Y?
^RM)O^^+#_Y%H_X5SJO_M $4/Q/\ ]\V'_P BT =QY8@VD, M)2K!S=0!2I/W_FV@$C/N NN>&_&>J7'@_4+.^O;:[M],:&Y-Q' ?+GDFM$>5 MD'RF00_:2,

*M_P!%"\4?]\V'_P BT =QY8_NC\]/+']U?RKA_P#A7&]_]%"\4?| ?-A_\BT? M*YU;_HH7B?\K#_Y%H [CR_]E:/+_P!E:X?_ (5QJW_10O$_Y6'_,BT?|*X MU7_HH7BC_OFP_P#D6@#N/+_V5H\O_96N'_X5QJO_ $4+Q1_WS8?_ "+1_P * MYU7_ **'XH_[YL/_)%H [CR_P#96CRQ_='Y5P__ KG5?| HH?BC_OFP_\ MD6C_ (5SJO\ T4+Q1_WS8?| R+0!W'EK_=H\M?[M6/\H_*CRU_NUP__"N=6_Z'*%XG_ .^; M#_Y%H_X5SJW_ $4+Q/\ E8?_ "+0!)\4((GL?#XDC5O^)]IY 89Y$Z\UV2QC M ^5;\<^)'P_U;&ST$GQ[XBFSKEB/WB6) _? #D8MAR/R]IZ[_ (5W]I=?B%XG MQZ;;#_Y%H]:RP,Y45YKXN^(%_H/Q2\->'(8K4=]B.UQ=R(Y^RL"WE]2.,S M 'IG',;=<@5I_P"=E 7*%XG_[YL/\ Y%KF=4B=&\4Z?HEW\1? %$>K7] 6 MT1M;%C/@G++BS.=G4X^[D$X!% 'K2)G&56G[!_=&:X@_#O5)OF'Q!\3+GL%L M /\ TEI/^%;ZMV^(?B?_ +YL/_D6@"=;>/\ X6]-((T$AT- 6QR0+AN*[+R_ M50:\>C| :JOO3GC_ .$[\19;14_?%+$N/W[V,?A75?\ "N=7/7XA>)O^ M^;#_ .1: .W\L?W5H,8[J,UQ' "N=6_Z*XG_P"^;# _Y%IO_ KC5CT^(?B< M?\!L/_D6@" [XZAB;_P#",]%-.94C(I_9YZXJS/[UX_XT^'NK0WWA3_BQ>$< MA;6$&9$L25_<3'-1_PKO5O^ZA)A_P"P_^1: .XVC^ZOY4>6O M]VN"PWU7_HH7B?_ +YL/_D6E_X5SJW_ $4/Q/\ ]\6' _P BT =LRKV45ROP MVACC\.W2QD[I_:^[<*,?\O\ /5$_#G5@P_XN%XG_ .^;#_Y%KF_A_P##O5I- M N/^*^\11[=4U)3Y:6(#$7LX+'-L>3U/:),.# H]=V#^Z,T:!_ =6N' _%< MZM_T4+Q/^5C_/(M)_PKG5>?^+A>)_\ OFP_^1: .YVC^ZM&T?W1^5<-_P * MYU;_ **'XF_[XL/_)%I?^%#_ *+6A|&86B^$/@A'E>9AHEE^\DQN/[A.N !0!V=%%% !112@ MT (:\2@DU"ZU;7;:#PS[&IV]GXC>\CN;>[M8UD<(AVXDD#8!)!X&<5[;7SMX MD^'>O_$#Q-"NEW\NF:=9ZYJ37MU!,4>/*0^6RJ&7+9#8)W!2'[*@L;? P;K2I$,+)]MTT.^'MF4N0V5,/LD0W$9QGO@B#P[\!K08Y"?#'B; M4)Y+Z& ;YNJ4L&E:2.6UD&6#\@M9QYI3W&H"_95_M&.^V>X MLRNV2&$5P"38 &59%E"L 'Y&|@FM34? #OQ(\2>"_$VG7C7<=_/2 MRW>^5H=AYC6-8V42Y[\NV:;!TY MC)'\IF%<;\9 C0!EP>,YR:Y73_@K-MK374NA^()(;>,VMK1EOM.63[/&(,Q2 M?-@C-M%\PPV >>:Z*ZT[XT127:QW5S+'#IJ0P>2+%6FGWD-*6/"R!<,%V>60 M,84U=TGPO\1F|'^.HKZ^U(;_]$-K-I[B:V_=R"SA$]1$#",9EE!W?+RK*>6- M(5SD/#'P1UC1=6DGNO#FM7MC;WT-Y86GVS3UV-'%;)ND8/ED3;C@8 !Z9YK9 MD^$$CWMC=']P;KC/:31RJDEJISHVQ$3:5+_ [*G(YKI+:#XHPV?C.2(S2736=T M-(BO#:>0+@2,+?RBAW8,?EE , .BZ<69 Y34M#^-NH6JV#7ET]DMK%*UY']CN[MR2Y6X5BF%=D"&$$'!&7'*$BGUW$S5|%_#N\|"ZIIE]I A'Q"7L81 %FU'3V M$]"",'#?/GI$AR,<@]CBO3%\8>)-V!X$U'CK_I]G_P#';\M LCXUS1ZO*-4D MBE26[N+2V2&S$;;<_9H Y+$Q,,9+!9!S\W<7=&\/ $R.7XBZE<2WL&J7=I;0 M:3(?L;JK1SW1(A3=M"^7)%S-!V6;,.=H6D!89Z0?&7B7MX#U_\ ; 9__':/ M^$R\2\9\'ZA_X'V?_P =KQV!M_CK+I.K7$)8NHXV0P28[%6L"(,1DL?-/#@L- MKJ57).8R ,5MZA;_ !:?7+@6[W8M%U)V@D_T(1&'?>2^U+1U)+B$(;C)5O-)"D: M<[0 >2C>1)EXDZ_ \ QVC_ (3+Q+C/_ "!:C_X'V?| \=KFM+M/ MB%V|@6]:ZGFUG75N[2:)'%LCF_9VN8EVI$X/VE5+'/3YCP:XK4S\;FT>]:T MM+O^T9HK5[?;-8(EM((V,L94[O,4NJAF+ C>-@PI+3S:V]:_P"$R\2?]"'J M([?/\ ^.TO_"8^)?\ H0]1_P# ^S_^.UX3X5\3?%SQEK&IQ6U]J%!;ZY(M'#6%MLBM5E=8D!D$9*L%)< F50$(/S\?4L8*HH;KBJ Y# A,/$G_ $(6H_\ M@?9__':0^,/$O_0AZC_X'V?_ ,=KLZJ .-'C#Q((^9#U'_P/L_ [X]78[:,4 <= _PF7B3_H0]2_\#/_ ..T?\)EXD_Z$/4O M_ ^S_P#CM=E10!QO_"9>)/\ H0]2_P# ^S_^.T?\)EXD_P"A#U+_ .# [/_XI M794FV@#CO^$R\2?]"'J7_@?9_P#QVC_A,O$G_0AZC_X'V?| !=KL-IHVF@#C M_P#A,O$G_0AZC_X,+/\ ^.TA\8>)3_S(>H_ ^.!G_ /':[':-IH XW_A,/$O M_0AZC_X'V?| !=I1XP\2C_F0]1_\#/_ ..UV6WWHV^J "?\)EXD_Z$/4?_M /L_P#X[1_PF7B3_H0]1_\ ^S_ /CM=AMHVF@#C_\ A,?$O_0A:E_X'V?_M ,=H_P"$R\2?]"%]7_@?9_\ QVNPVFE H |>^)'C#@$UGH6_P-]5_MNQ(V MZT.2)AA?]:WZ9KKE\>)<#_B@M2_\#/_P"T_TXF?\>>>@?\ 8=L/_1ZUV(Z4 M <9_PF'B7 M-]EWU)N5Y?\ M^2_QVN1U]2=7!0>-M%\43^#- =BU#2%9+18]2L?+57 MXE!7S.=Z[0<]-HQ@\U[#2\?C0!Q:^+_$B]/ >HG_ +?!/_X[2_\ "9>)?^A" MU+_P/L_ ([7944 >0+XQ\0_\+2E8^!]2\W^QE C%[:'CSVY)\W&.OY5UG_" M8^)=O_(AZE_X'V?_,=J1?\ DK4G_8$7_P!*&KKC0!O7_":^)-V#X$U$?]Q" MS_\ CM/_.$P\2A?^1#U'_P/L_\ XI7_^*O"_BB\^-&@;Q9O<'PK;0A+ZVCN MPBR2XG\N38>H0I-P!^;S$.#Y=>I\]#0!Y/XT\8>(3>>%V;P/]*LNKH57[=9G M>?(F&!^]XX)//I73CQAXD_Z$+43_ -O]G_ :;L^-O\ C_\ "7_887_TGGKJ M5H XJ_A,?$O_ $(6I?\ @?9__':/^$Q\2?] 0AZC_P"]G_=KLJ0^@#C/\ MA,?$F?\ D0M1_P# _^_US'@'QKXACT6X5? VHN#]>HL3]NLQ@F]G)'^MZ@ MY'X<<5ZUMKY1U_X? _%#Q!XHO=0|+:@L'A\ZY9M):R3,AE$&MWSW.UA*OE@1L MF\;&\P%5'W:8SWO_(3+Q+N/ %!ZCC_K_L_ (I2?\IXC;IX#U#_P #[/\ M^.U\ .:5I/|1TMGX9@U*XG:::\D?5[B-[";>%EC&P ;BX5O-*,N&P &5JZ30 M/#OQ.\->'?A=)+IFK:WJNFZ'J-GK"-J-JKI=.L/D,[-)MD4-&ZAQO8 @L"2: M?+YB>AZ\/&7B1AD> M1Q_P!?]G_\=H/C+Q(?^9"U' P/L_ \ X[7SQIOAO]I7 M5-+LX[G7+K1)8Y)%E29ILTD3L;2-M+':RY5 N-J]#GG)X%."_:^UZJUC[$+Z M-K>%H"ICT|(_M"296"VI.0VYLW2M)(&C *E Y'.?-K8:5U<<7DE\8>(_\B)] M /\ U_V?_P =H;OKXB1@K>!-0R>G^GV?_P =KRGQ-H'Q:EL?#&IZ=/]_>LKX M:N:;_P//^T6CO)?GR"C2$A59SB7#(-BLBY 1F#8'Q$|* &R^\$^?[_11]$GC M+3)M2\V2.:P#E'WK:?:5=A$P*"+S/*R02Q3M515^HNMCW@>,O$?_ $(FH#_M M_L_ ([3?^$P\2#_)D/4/\ P/L_CM>-V]Y\;-!^'/Q(U/Q#*QUH2L^A065 MO;RF-?.=5$0!.]? +\HCS5+9+9XK-NM% ;$FT&.?[?>1W<<,,?V65&G">\CM,ET M6D8R9C$H5;,.%81X>78"'8GF/=6\;>(D^]X$U!>I0/;-!:3O>W4XU 6&5LT[,!$L^R0"]F<$&$G! M7YE,<5.M[%:6N? 3/_":>(]V!X$U G_K_ +/_ ..T'QIXC!P? >H?^!]G_P#' M;!-\/^%/C9X5^#NJ2:5#)<>.+[7Y;IH=:N+7P61YGN_WK'#&/=<CY/F5&+K>.O$W]EW@/@+4@/)?GI?9 M_P!T_P#36M#X.NS?"7P5OC:)O[%L@48@D?N$]#72ZL/^)7>_]<7_ /037\ MPE_Y)7X,_P"P+9?^BH=71110 4444 %<;\.U_>>)S_-1JX_DE=E7'_#O_ M %GBC_L-W'\DH [#UI-M+10 FVEVYHI=M0 W:%IVWWI** #;MH'YI.:6@ * MTF>U+10 FW)ZXH*D?Q4M% #?+'7O3I444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 <=\3/^/0/^PI8? ^CUKL:XJXF?|>>@?]AVP_\ M1ZUV- !1110 4449H Y!?^2MR?| 8$3_ -*&KKS7+(+ R5I_^P(O_ *4-77T M)CU:** .5\;# B8>$_^PPO_ *3SUU*UR_CC_C^\)_ 887_ -)YZZ=: '4N M,TE% !7S#]7[1%Y\+?$6]:?8 MG(R2.HXW?3IKS/0]**:EH>HPZ_::5=^9]>H&:/4(HGW)']-R8RP< M 6/1F1X(]'MK7YIM3\QX8 MS(KL%B4++-L(+[EV9(PPKO[R;X? XTC4]>\C1'LI-66\NKBUMXT:/Y2SL M0@R6*CH.6]ZQI2N/A9[C2]\/ZAIFBW.NZEIR:G?+=:F0+&\TC)M(WJ M.*QSE'=9GUFW9X3UD1#=IT MX)7=]Y,:LXK<^&? [1%SXY^(NL^$[K0+G3IDB%S8W+M&8BHM;262*1E=CYBM= M#H-NW'.017=:?X$^'B36&_$%KI6G_-C:=[J31)IF2WBCC+K(&55C(!)6T(VJUN'>=K4$K&7]!)B6;RU+%1R *]6DTGP+/) M;RR6>B/) TTENS10YC9FW2LG'!+'+$=3U]OKUC//[*:O;: ^F+'"+LNXH& MB$:#9&V",84-M!]9P*CU&]SAKG]JC3+? 7K33$\,Z]=&]U2;2[2>VBBE65ZG*XR200B V/ASX?:A=7>HIH>B_:/M32SWECKO.C,ID9BN2P(;# M?7!]_JWAKP/K$9O]3TS1;Y;F6*7[1=V\,@FD0%8VW,#N91D*>H&<4_0#SGQO M^TI:?#?QU]&GZVIS-H<>EQZA#]%CL32M0T7SRZFQU2'RKB,]Y7YER<9QD>H(/>]?B"W^'_)DOB+68 M-!>>,PD634[].%W%H =X\PC/E8+9&=O)):F\ (^)O"$=E>6/A^XTVTLM+D\]6 MWM%6&*$E5DX4 #!$BG(X.]K0&IUX^;N13MNWWKG+SXA:!I^MV&DSZK;Q7UI! M+*Z*.99XU=&#]PR&4YS0,K:MG^R[W_KB_\ Z":Y M_P"$O_)*O!G_ &<]:+_T0E=%]^%TF]'_3!_\ T$USGPE_Y)3X,_[ME_Z(2@# MK**** "BBB@ Z5QOP\:]\XG_ .PW?>@2CU7\Z 'T4WS,]P*0RA>I7\Z 'Y ZT<=]9YRL."OYT"95ZD# MZF@!]%)Y]^]_G3?-5NC:;'AZTM,$B]BOYTOFCU4?C3 =2@BHUE^;^''UH M]X9(^']Z0$F5!*9$B_WE_.E\Q5_B7\Z '4F#ZTGG)_>7\Z#,@_@ Z '44PS M+QAE_.@2?[N/K0 ^BF^:.^W\Z7S\ZK^= "T4WS1_L_G1YG^[^= #]0CTIOF# MU'YT[S!]4 SZ&G;:3S!ZBD\T>HH =MHVTSS1Z@4>8/]U #]*;Y@_O4>8/:@ M!3F@4>M=>H-<9\3F L= .?\ F.V' M_HJ: [%6X'S ?C0 ^BF]]W<4;QZB@!U-;K2[AZBDWKZB@#DE_Y*U)_P!@1?\ MT>U=?7'+(O\ PMJ09&?[$7_TH:NPZ=Q0 M%-\P?WA2[L=<4 I% #Z*3S%'<4&0'&"/SH M *^;M8_9DTKXKQZ_]U?"VO:R_>W1VM]_EI:ZM=S%,AE8K*9%# ,O^K4YR*^_MD"P)(KE_AZP.@W1!&/[6U/_ -+YZ_/%I?V*BW]EU)KN/7K]V18A';P00]$M= MUE):SM$2209=TO6LF_81L+K0]_TZW\7WVEFS3:TMA$4]YMY(D8- M(WS;)+E>#C_2&(P!7U.,+QD4GR\\BC4/(^4M<_8!T'4[/6[.WUPVD6I7TMV MS26AG(61+A C*TFQFC%RYC<*I0JI.XUWGQ$_98TOX@:U/J[7T-O>R6%C8;;B MPCN(G6VDD?,BL1O#^8H*D@?NT/,.5[CQ_>6G;AZC\Z783UT9XG\-_P!F/3OA MQ9^(OLFI;]1U? 3CIXO$M(T^QJ7GD/DIR%3=/Q'IT"-1S7/:!^QU8Z*V@ROKG MVB\TF?S89Q9HNU3>NRIDL4YOB:*QM+&>SMK7[$NV+?)+(G1@"B<1<[C]V,$9-?3&X8ZK^=*<'^)?SI.\MQ MO5W/FSQ)^Q-HGB2^OJR;6YK66^AO5N(I.W2.*26:..:**4IGK"EQ.J@GHP';- M:VM?LBZ!XD^&>B>#[V>);32X[SRC;\T]VX#9E"2O(592Q(^8\DX*\8]]^4\ M$BE)'8@T:VL)*VQ\VZE^Q+X>OYKX#4!!9W&F7FF06\=OM%C'/-=RJ8 KA%V" M*@,C#$28VTEU^Q;H]PT]U_:5LNHW&WSY#IB&"Y"-9M'':%N_>1K]D/R%L?O M6QBOI$X]5I1CL5-#O)W92;6J/DVU_8$TNUFD<>(_M1:Q6S4W=@&=2(I= V]) M%;8IME=(\]5+0IX'%2_A'0;OPYI5C=ZBVIM^]J'9VAO,$+@=03PU!UZ5 MMQWW H#^ZG\:!MW*VL?\@F]_ZXQ_ .@FN=^$9_XM3X+_ .P+9?| HA*W]8D' M]E7O*X\E^_ LFN?^$+!OA3X,QS_ ,26R_ 1"4$G74444 %*O6DI1UH 2OG M;4;2PL? $]_/=Z=]4MJ'B"XANM2BU]M;>T/[E8PT<+8RY:_)"KD8+ D9^B3 MT-?/^HO!'KVI'4)O#4,/IOS&Q76[R2%Y90(6("#"OAPI_<84TF!DVOC+P!? M6L$\6F>,)-KM&VM7@;:*)A 4/S6#7,,9/S<@8-4(?' PYU_3[I//H\0W MVLB-!#:3:YI"#SG:%(XW:SN,R3]AQG!CE_N&N!O/ IQ_8Q-I7@K&S EA3S)@ M$$8B)'(4101]>:@JU:? #6_CU2UU&RT7PI:WEO+YPDMS,A8[I7PV%Y'F7 M$KX_O-GK3TN\Q4_B+P-]>FS7EQI_BR\2*1+8R66M7SB2=N1$@-P&+;?F/ ' M?/%:'C/4O!'@E](3Z7XPOQ<6\=QOM-9O2(U<2% VZX7!/E23 M6X2!R\DSM'M5MJD]>/EE8_\ |Z$,\R\3>-?!%G;:FVF:3XKU$Z=)\S?VY? MPQW&U2S+&YGY((''D-@'W%6[!Q7X!T>Z$>HV7BE",&:;2/7+UEM5EV",2XN. M&+R*N%W? 7'-=C%X'N)+Z^M_[+\)&;;;-/;^=<%#D,H?8?E!.&!(&3@YJEXF\ M">7HL]M?Z9X3@AO84M&F,DY=O+&Y,,5/*B-2"<\Q@TKZ$NYD_P!M>#+SX=0^ M*]-TOQ7>)=/- %9VB:I=EYFC21V.1KW_ERRXD,FQVN_"J>3)N)/RC ,1G=TOX;WF@^%-*!':C_ &!K M=IYKFUCU,ZFWA@C9 $<;J%$99=@"C:/8Z=KX&$A MM,\L?M)O5$5$'RK77[]F>6*>&%E M0-. 0'F))'*MC(YK>T'Q/\ #/7FUDV\GB);71[+35KJY;7;XJD#1+*"5&Y< M'8V<%1G!QG%=/;_"^X@F1K;PVX-CF63SRR=G?E#N'R\?ZJ+Z]!65X?^#^]> M&=7UZXMWT [#58%M;C29IY#:)&(UCVA-F3E$5?G+8 P, XHWO8#(T7Q+X"UC MQ3::!_9GB^VU"41F7SM:O-EKYC,L0D(N3RQ7C;D?,,D=CQ)XG^'_ (6MM;N; MZR\51V<EN5;3^W;L>>%E>)VB!N)QCG'-=EIGP[N]#DBDM-#(P7(97 M$V^1F>1L9 X \ MZ08Z88YSDYG4#DK?Q5X,DCM9)=(\4+-=WUWI]I9IX@O7GN9()VB.P?: N"%= MN6!&T]>I1!-?#WPEXJT+3M7L)-;>ROH$N86;7K\$HZAE.#-QP16%>?#":GM MY8)M#\(^6I\\EP5\RX!$CL'=@0,J2PR<8[^M=78+XLTRWMI.UM_#.%K;Q+&D$ M.LZJB@84* GRJ !QCM5:")O^%.^?IVM?^#^_P#_ (J2?|*=\._WM;_\'|__ M /'J'U+QIMW8\-JN,?\ 'Q.?F[\[?TID&L>,;B*.:(^&S"X\P-Y\_*$ C'R^ MG>D,?_PIWP[_'M;_P#"'@O\_P"/4O\ PI[PY_U&O_!_? |O^C[=XTP,\M"-JW4DS3XQV_AI6O/&Z_*1X;SU_UTXX_[YH$)_P!2\1K_P '[\_ ']/ M^%/^'\J-?:^#^_ /CU.^W>-F5B]>'>IVG[1.<=,9^3GOZ=/M_C5FPH\.G MC;_KYS\_KLSI?K0.;_PI_PYW.M?^#^__P#CU'_"G?#GKK7_(4%_P#_ !ZE M:]\;.G\.9"X/[Z?KGTV^E4(?%7BB>_:QAG\,O=>5YVT?,YPH;8Q^YS\XQOD MS'BK"B@"_\|*?|-^NM?^#^_P#_ (J2?|*?\.?]1K_P2 W__,>IMMJWBZZ8F&3P MU*FYD 2XF8[E)4C.W]&!!'L15GS/'K=(O#I'_72?_P")H A_X4]X;]=:_P#" M@0\_P"/TG_"G_#GKK1_[C]_P#'JGW>._\ GEX>_P"^Y|_XFE#^/!TB\._M]!S_/Q- %?_(4_X<_ZC7_@_O\_P"/4?\ "G_#G_4;_P#!_?\_P >]?=X\'_+/P[_-]S M_P#Q- D\>?\ //PI_P!_)_\ XF@#B_B-\)?#]O9:#L;6!G7+ ?KE\W69?6; M@^_45UO_ I[PWU+:T3_-C\?_\ Q^N9^)4WC;^SM"#6^A;_.VI'#">;&[S MACC9TZ=^QKJ_\>< 1>'1Q_SUN#S_P!\T 1'X.^' OWM:_\!_?_/QZN&\3 M:3X=\,_$CPUX2%CK=Q+KD/#UC\ M/?\ ? <_^%9=YX9\3ZCJ4>H7.F^%Y[V,QE)*R.7386*8.,%VZ?WC0!=P?\ M#K=3K?\X4%_P#'Z/\A3_AOUUK_P *"_ _C|6%;QVJX\KP[_WW/\X4A/MCS_GEX=_[[G_,* ..C^%N@+\4Y8PVL:/[%4_P#(=OMW^O;^+SLX]ZX_A3_M (<'\6M]>_B#4/\X_7,PS^-Q\5Y;,0FE_L5HQB87(\17X5%Q)D$>;DME4_MP!G.]NFPY]03X/\ AJ1<[M;_ /"@U#_X_5*\!*^);_6(J4N-+\+3:A$4,=R_MGETV"0)@I-/A'X?AOO"HC:6!OUA M2VNWS"D3GC,W'3]*Z;_(4_X<|=:'_(&_Y9>'1]9+@_\LM,"'_A3OASUUK_PH+__M_/TG_"G?#? KK0_[F#4/_C\3[O'@_P"67AW_+[G_P#B:7S/'C?\L_#O_?<_M_P 30!!_PIWPY_>UK_PH+_\ ^/5SG@'X3Z!/H$^\ZP2NJ:D@V:[?+P+V<#I- MR<#KU/4UU)? QX,9B\/$9[23Y_P#0:X7P=XPU_3;.YL9[[PI:7(U&^D:WN+V0 M2_O-1GC4XP#M:3**</#_RS\._|_)_\ *(/^%/>'/76O\ MPH+_/\ C]'_I_PYZZU_X/[_\^/5/N\=_||_#O_?<_P#\31N\>?\ //PI M_P!S_X4_0?*?\_#A[ZU_X4%_\_'Z/^%/'76O_"@O_\X14^[QY_SS\._M_P#?<_|\31N\>?\|_#O_?<__P 30!!_PI_PY_U&O_!_?_|_QZC_(4_X<|=_M:'_?\|_#O_?R?_P")H @_X4_X M<_O:U_X4%_\_'J/^%/^'/76O_!_?_|_QZIMWCO_)Y^'?\ ON?_.)HW>// M^>?AW_OY/_\$T_5_P#A3WAS_J-?^#^__P#CU'_"GO#G_4;_|*"__P#CU6-_MCS_GGX>_[^3_/Q-&[QY_P|_#O_ 'W/_P#$T_5_^%>/'\_J-?^%/_?O^_MC_A3_AS_*C7_@_O_P#X_5C=X\_YY^'O^_D__P_31N\>?\|_#O\_W\G_/B:_M_>WOA#X=72]P@ZT"(7/_(P7_H? ^F!7O@O:I:?"+P3%'NV+HEEC"O/"++_8EEN$9)7_%"=_M"10!V5%%% !1110 9'-?-/B#2?"OBCQO/'X@U66VBT;6:]KG3UAF_P!(6:._MJK,@QMP 2O<'TKZ4S[5\5_&M? B'J'C^QTSP!^\CW/8_#5M \#CQ USXHP=09<3V%C<1RL5DE(U4V:IV>U=$FW?V@LR_9C_*K&PQL2'^YA3D\5S/\ PEWQ MLAUR?35M;LZ=%K=W=+>BPW-)9/-)#!;+GL[? 7+.VM1/#;W9DM7A<'$S"X1FXRKD94@=1'D'DT^&?AF MUNK6?_A)H%M(=0BU&6"+3KF(%UM]>-G#!0Z#XF^-FM> ; M>&"74K37Y9O+BN;^P8*F9--&Z0-;GO:-NP?DP KX+! J6]'^(WQ1NI/#5SK MVF>)K26ZOR3]IEIY11NU&5'263R"EQ6XA9<[-ZO(P?*C%^SMK<.;5KL>HWW MPR\,7&FVUC:^++0:+2*&XCETRY:,SXN0UA<$2CI0K*2>#'D]B.X>W\ (V_@^ MXT&#Q+'"?R:E>ZM-<_V?,S2F=IPI90,G E1=W<1\8'3K%^906ZXYYIXV8QC) MI>SYKILS]HSPBU\#Z/XJO/%::U>6NFS7NHWMY;7#6S3!FD%PL+C8HQY8F5@S MG>3D8&T8U=4^&/AC5M-6PD\2V]67VF_N/*_LBY =Y_M!C=A_>1U>_E+C%> MP'J ;:.!V_6G*G%@%[VZ^&4#:L84GM7N2E1D&F*&3Z>S[,7>67'@/19]3T>:Y\;RWD.GWLDD,36= MRK0QAH?(VLH^_&D 4L?OAVZ9(.Y\/X-#^%NM6D^BZG9R6;V5G87:FPN-Y\M/ MWDX8H2">?D!P2^\AL]SM [G:>7P'X4CU1K[3_ !:=+FGOA-?/!I\ MZZC:>=9/'5U>)=_ 81 CJ.>C_+Z4IQ_DT*EYASGE/@SX=^$_#NEZ1!=^(8;N MXTRX:IAG_LZY8&??:D3XP"KE;9@<'GS#SR=U>S^&?A6YUR2\UOQ1_:\#BU\Q M)K"Y/G1Q) #"Z;=K+F LI.<;SP223Z!D?Y- (0.PS^-+V=M$PYSQ>X^6B77A M^:2+OQ79WT@DM9)[^32[IH7%XL5H+/\'U!JZ M^C>(K;2K(V$I=%=&QN7GN,P3O- Y!&(2T).5ZLR#!ST!*VBEP!QVHGIGYBYCR6(K1 M/:1,_L$$BW>EVFF3F"6.2>5I(DR"446\TD*C'&%; QST/PQ\-^$ M?!>KGVI.LQ:I-:SW%$'(UC<@F:01(\,N!)M5PQ&FC^V5%M?&%I:SZC<2%G_LNZ/G%]=XC22<_-+B[3YG<8@7L<#*UK MX:>&]2M6AM/$MI8VB7>254DPO5?,7D#K$AP,<>P;EQP,?C M2-M7G'ZT>S"Z,$\,Z'X8\,>*-&U*WUFQCBTW4-0NG,>G3F21+H[RI#*?WF]: M#(,':H'0FO:(_B]X4_Y"4G_ (I3_P#QNN37:WM^-!"_Y-+V?F/G\CKC\7O" MG_02E_*?_.-TG_"WO"G_$$I?_*?_XW7)#'I^M'#=1C\:?LO.,$_\ H)2_^ 4__P ;I?\ A;_A,_\,2E_\KC_P"-UR#';U'Z MTHQZ?K3]EYCYSK6^+_A/_H)2_P#@%$_^@E+_P"_5Q_\;KE2_MHHROI^M'L_,.8?\ $#XG>'-1M=&2UO)IVBUBRFD^_ISH!74+\7O" M9_YB4O\ X\3_/QNN3.W_HXJ\/UH|EYAS'72\+ <|)_\ 02E_\I_C=', "W? M"@_YB4O_ (\3_P#0%*?I!*7_,_I_P#X MW1_PM[PI_P!!*7_P"N/_ (BN1X_R:7*^GZT>S\PYR=?B=X;7XDR7YOIOLO\ M9*P"3[#<8+^$\?\ (2E_\I_B*Y+CK@?G2R\PYRSXM^*'AR\OO#R\PYSK/^%O>%/\ H)2_^ 5Q_P#$ M4H^,'A,?\Q*7_P I_\XBN2X]*,#TH]GYAS'6-\8O"73^U) ?0V<_\!17S MJ]GA'PWXK\02^('\2SZ1?C4\]O 9TL;:+4]FY*9V_=EWPL#V,:GGI7]^U: M3C*7LUW#G,OX.:IX=^&.B75E=:Y\[XT>#5N$@.L%9G!*QM:S\F ZD#9S7,?+Z?K29'8?K3]EYAS^1U_]PM]P MI_T$I?\ P"G_ /B*3_A<'A/ *"4O_@%/_&ZY# MR\PYCJA\7O"G_02E_P# *?_^-T?\+>|*_\ 02D_\KC_P"(KE,#_)L+Z_K M1[+S#G.L_P"%O>%?^@E)_P" 5Q_\11_PM[PK_P!!*3_P"G_^-UR#5:7.M'L_M../1[1&612K* MPA0$$'D$$$8-<:H4*2.N/6O3/#O_ "_[?[%92CRE1EM "< M8.:^>=+0C\.V?BO6Y-5&M"YO]0U"=+%TW4)8(56V@B9OE611N8>@Y).<5]#5X_M;>#/#?CB;6;/7EW31ZU>/:B* [DMY2A2-)5!C96*%6 9>A!&>U SC[K7OAA;6 M)*>+$'S6?2>FIM"UGX8;U-IDBU7O!]* M^2LEG#]5]*ZO(,A!M;YBUOQP,'*[SQ^\'2 -YY27UHMH[,S1R6[,-:R*78A MQKHZE0V_;@$ M.=P)Y..:,+S//K75OA7?-(L&]^))6C5G8)>Z@2%"HP;@[&$L>]T&WJR35W_M (M@=--\VMZW"'FX,KZI>AU94E=E*EMP8++#+\N_ +C&2 >B\%?L/>%_!FAW6 ME[KG4)U,0DEG='2,E&VJR$%3NC5]P((8DC X&K_ ,*/\%^;#*-.DWPP/;+F M_N"K!ED5F=3)AY")L,R,"YWGFGS:ZO0+(\Z6\^']]XBT+1M.N?$=W(;V6=-Z"#4[UE53%- M(K.P:"*1!)R?[OIDUW|K\)_!]EXMMM;AL,*UFWDDNHJMW*$\Q_,#2&+?L9L3 MR#<5) ;(& (E^'_@V-;A4LKA1/.+A_^)C7PZQX!ANA'>W'B.)- \Z^;!]M!.JI$QID:8QPN+9SQGJ/K70ZM%L- M=&%T6#5I];UV$T]MND\J7L]IX@YESM8X""-RS'@;3DUWEM\)_"MC-'-#8B* M6*0RJRS/P&W6X;1]#+>7#;SM#] MHW0O$_F&,J2&\QB0."2<@@XIW8.U]#AO[0^)NC;G4M>%[YWD!!]MYY>XLP* M^9NV[B%9@,Y(]J6TU3X77D,,D6[^)7\^5(80MWJ&92Y4*RC/*DLH#?=)(&:[M>U_9]\ (P^(KK5GM;B:2:59UMY+N7R(9 6.](PP&XEFY.2 2!@*%4O$'[-GA M5M0\,7=G+>:,^AF/[\ 8ICDB,$1@EL_=#,/^'!',>,,^VH-+H8.I0_#_$'5 M+NSUG4];TL17BV<,LVLW>VXEZY\&_#7BE[X:W8+[<=U=->!)B0(G M:U%L^W!! ,8/?[<]0'*L?P"\%6]Y=74&E26T]RD$;M;WMQ'M6%XGBV!7 3#0 MQ'*X)V '/-3>01BV?5[S>V? +O@:N?]:@XIG'8XIO3?A+H M.BVLL.FBZL6>&:W29+N5W@CEV;UB+LVP?NTP!PN.,4_7_A#*X3\3^(H->U31K M>[U>W,)BNW+!T\HN8\8..#*_;G(SG P[OH%CR;4O$7PLT_3=2O/[4\2W'JGQ MW,DJO#??QE46Z*\N5W#;A73[V!\PK?\ #6D_#SQ7XBOM#T[6=;GU2R7?<0?V MM>H4Y (^9AR"0*.H)P<5N1_LV^_L]=_L]= (F%EB8&%M0N64^;;BV?.9#D^2 M@/8=,'FMC1_A'HF@:DU]ILE_9S/<'YG5;Z5DG?:5.X,Q^\2&;'WF4$YYR7"R_MZ'FLVJ?"N&XO86UOQ0!FRN8K2:3^T+\(KR,ZIAMV"I,; _##Y>.M6M+T[P7K% M\XM)_$,MA]DN+I+O^UKL!_(D6.50I?)P77!'7G'2M+0?V6?"&DW.HO=M?ZG! M=7[:BEO/=R(D,S,Y9E"$=1)@C[I"KQD$GL?#WPFT/PSJEQ>V"3+YZSB2.:9I M%9IG5I6);))/EQCK@!1@>I=@TNAYUX37X<>,KNPM+#4O$2W5Y;+I@ M&))0C,6VA_+=&VYSM8'H0:J6^]?"^]-PL>]>)AY,#7),EYJ"!HPJME=Q&[*N MK#'53GIS7IWASX-^%?"6I6]_I=A+!?36\I%!(^N98FC"*BKM96!&'!&F"+D8SW-'D^K"R/+M. MUKX8WEVC"$8SW+'+CUJ_KM!\+/#!UQ#? MZ_K<++P7GV!R=4Q<> <%W,H.[!P.21P,C-=M9?L_>!]-^S_9=&$2VZQ)&OVB5L M",VY3JQZ?9+?_OCW.;>I?!'PGJ;B&?7KBRG;6)IHYVNQ?3JP9%95 P^%3#L" M@PISR.F'?S&*

[=#SF2\^&C6]T8=7UXS0QF413ZI?0F10LK;UW,-R8@F.X97]V M>:>UQ\,8+_3;&76=>CN=2N/LUKNU&^"S-O6/*L6P5+NJALX)/!->DW7P>*7 MAM/.TI':TLY]/A?
S'W+!,,2)G=W]>HR<$9-0V?P6\)V>K6NI065PEY:L[0-] MON"L8=P[(%,FWR]R@B/&T8X S1<#S[4I?AIINJ7&FS:IXD^VPS-;K&E[J#&> M53\Z18/[TKGD)G'?%9O]O?
#2.W>:35/$$D/WH9+;4[V5)%**ZG<&V@MNPH)Y M/ YXKT1_V?\ PG7EY=R7@F;4)XVMVD^\(-CKY0(X.S!8$[B:N MP__P9:V[6\.C1Q6[M"QB21PO[H*
(^,]@B_ES1%_S"LCC]#TKP%X@MK^6TN_ M$L@L;:*ZN%^WWP=%DC$B+MW9+;&!VCD9'K65_:'PL:"WF&M>(/)GM_M*2_VA M?[,'S,*6W8#DPR)]XE3@5Z-;_!'PI;Z?J5E]BN)K?
4+"+3+CS[Z>1C;Q@A(MU9G)4#)Y4@Y-'_"C_![:*FE#3#]CC147=<2EUVB7:P4W>K>!M-T7P]J][_,)-;:=J]Q=P&1M5O2UNMN)2SN@;>*]!U+X&^#]4T#3-% MNM.FET[39))+>/[?
1U'<5T7_"E_#V,_:M<_P#!S=?_!RND\+^%K'PCH\&FZ:DJVD(MPOGSO,^/=W)8_B:UQTQ1=BLCQOOQY\+-,TFUT=[&_UN!Y]6L[:0_VO<-F-Y0K M#ESU'&>M=,OP5\/;1_I6N9_[#-
U__Y^ M=<_\'-U_\'_\ GZUP?]QFZ_\ CE=]11=A9'CJ_"O2_P#A8DFEF_UP MV/\ 92W(C_MBX_UGG,N<[\],=\<5TH^"OA__)^M<_\ !S=?_'*O+_R5J3_L M"+_Z4-
77T7861X=K6@^$])^(&F>$'_X2:34M2B,\#1ZO<>68UW^8Q)EXV;4! M[GS4QGYMO9+\%/#^W!NMIK;S?\ M$XN3NC\F5B.7XY1>1S70_P#"E_#^?^/K7/\ P=77_P >NIHNPLCA?
^%+^'Q_R]:Y_P"#JZ_^.4?*7\/G_EZUS_P"?A/I.JZ/<37E]KY7Y([N: M-!P_944?AS7KMT47861P7_"EO#W_/UKG_@ZNO\ XY2?*5\ M/G_EZUS_,'5U_\ '*[TBEHNPLC@?
^%*Z!_S]ZY_X.KK_P".4?\ "E?#_P#S M]:Y_X.KK_P".5WU%%V%D<#_PI70.]UKA_P"XU=?_!RC_A2OA_\ Y^=<_P#! MS=?_!RN^HS1=A9' CX*Z!VNM<_\'-U__Y^M<_\'-U_\" <'[];?
PEDEF^%OA":XGDN;B;2;666:9MSN[0JS,3W)) M)KH-6_Y!-[_UQ?\ ]!-<_P#"//\ PJGP7_V!;+_T0E SK****0!2BDHH /6O ME;Q_I$&M>,)I[?QGH?
AO4=,U+4H9$U#5C9SQK<"V*RHJGY\",G8^%;(S7U37 MS-XZ\5ZAX5U2[6RNK/3TNM1U>:6ZN+19R\D$$30Q8.,[F.W:.3P!04BA=0S: M[(G]I?$[PK&D#6Z0K%KBS!TBEA?
S&W8P["-B1R-Q')K+\-^$XK&X:74?BIX< M5KFXB>^:U\1,TERJFP#L9&<.&=;6X&,X7S\ XS74+\==;N;Q;&U\#Z8]^TMQ
M$87N"#;&%;DL)\0G8S_9LH.00X.>*ELOCGJ]UJ<>GOX'TZ":.*62XFN+Q(8M MP5F54+H"PR%W$#Y V3VS=G$DYOP#XFDL?%WB6QU7Q_I:0G1OL5AJSZXDD,

'W?>&,V&SO]'L=*0?$[3-19I0DT\GBX2M:DB0,ZX6,2 MHVY#M<%DV_*3VZ]OC5=^5#>2:)I\D,DT7EV\/RM$CV0H'8"JUOX7\G_2%^-N MFG45V^5.?$!,:G[2'9O*,I0YAR@&,_]]5L-\?-
;F\3RZ8/!UC!'8WL<%TRG MS3+F&\9HTPGRMYEJJKN W;UX 92>R^&OQ&U7X@7,4YLK2*WD:/68I0S*H!(9FW'.._M->--3T+3]2\/Z7!/>6L3W#1,1()'MS,SK$R?
ZM64QEBW#\GC+P^?\ N*0?_%5Y7X5^-%WXE\::?H \ M(62M(\@O)A<1;8=KNH$1('G\(&.S.T-SSP>>M?CY=>&UUN/5M#L-16SO=119 MXV",@CDOV@AE7R\
([+:QHO)W"16ZG!8CW7_A;O@4=?&GAX?]Q6#_.+I?^%M M>!UZ^,O#X_[BD'_Q=> :O\9-9M-,\130:9:VS[9H;22]152"1&O1E2(SYCGR M$54(Y/7OG0OOOCS?
>'[>_GF\)6TVGVD\UN;B>0B0NJ,X;"PXV8 7CG/&,]1IH MH]N_X6SX&_Z'/P_G_L*0?_%4J_%GP)P/&7A]OI]D!_]GKR[7/'&KRZ+X/UN MULK."WO-.DO[ZULO*DRPEMD6,2-$PVCSGW8
/'!XK!L_C_?3ZEY[>&=-@TN/ MS$EC=F$ORW5M"9=S1@!/+F:8<',8#9'(#L)Z'N!^+7@;./\ A,_#_P#X-(/_M (JE7XL>""W'C+P__P"#2#_XNO&+[X^:JV@V^L6'@C3[BTN[Y=/MQ-
="#+& MS>8[O&%5"-B@D\ENG !](^%OBR/QY_;BW>C6=C<:;?/9M'"%E4@5O\ ]^E_PI/[(L5/_'E;_P#?I?\ "D,P?^%L^!_^AR\/ P#@ MT@_^*I#\6?!'_0Y>'_\P:0?
_%UT']DV)_Y!_P#H<_#_/X-(/\ XNC_(6U MX&_Z'/P__P"#2#_XNMW^Q[#C_0K?_OTO^%/_%^*W_P_(L?^?*W_P!E_+_J+A0!S_ MK MP-_T.?A__P"#2#_XNF P:0?_%UT']DV/_E;_P#?I?\ "D/
:=) ML?\ GRM_^_2_X4:K!G_M26; A+M!\D:,B>9_:4.W=Y[_&=W7_P]PB^Z-Y>]J+&[V+0)(+[:0W?F6F/E\+3GJ@+J"Z[U[R9/G_\9P\H#O5RY5L9,JW0\E9U<@\VCF=PY9:I<4]^9L\
_@T@_P#BZ/^%N>"?^AGT/_P#!G!_\74P@2!^J_J8/)V\0]?O*1?(>N%RO9\"F*Z'?:,/]SV^4ZC&@,6XCQ"\UP=X@-=N9R.L6^@&5/.\V=I<\OJY\%^>]9H<5GWYG?JMOW
%3P7<7_A8Q^+]!D6/5U=RNI0G:OD3#)^;@9(&?<5TR M_%KP-_T.?A__P"#2#_XNF P:0?_%UT']DV/_E;_P#?I?\ "D/]H>$Q]CM\'65S^Z7G_1Y_:NI&D6/_#Y6 M_P#WZ7_"@#VE%_X+ZMC_@#H<_#_\ _\$2NX_\ "=@?\-(/\ ZNC_ZN=$B.G\?V/ M^`F_?P5W=>.M^AK_A^$+^:@YA/(@UPDIXEE0G\.0BMC!OGZ_*9DGO5?
_*'+P_\ ^#*#_XNE'Q9\" =?&6@?^#*#_ XNM>=X[V\&?P&2V<\@0?KOOUC/RSZX:P3V3T!+H1N@%5DFUT\>^-8?S0CU3JNZ7\FZQ0V-5\QZ*VD!UUV/U
MN9^'NDV1T?=/DZX([*:D6MK,,R31'B8LO*G\5Q!D1]]Q6:<[<7SEHP:]1G(&LYXMJC@@(2Q7]<G[<@VZ<2>&;<(3AKYSB^#$_<S_:RRF5[6^_AHM6]1^IQO[<!5;
.%L>"/^AR\/_P#@T@_^*H_X6OP M7_$7PX(P:=9C_CUMY?@SR:.#<X$;(,/^HUS^A:A23)9R%!IB]TXY-"Y7Y*F;<8I>:#^P@HGGM'HU2-]RTT[<B5T@F\^+?\Y)K
^#2#_XNC_ Y_"?^AGT/_P#!G!_\ 748^)YD'/B/H=O\<_JFPR9)XXE:CO<D;E!'M@?@!?Y@R8RW*3;9V_4J/L@K*@@#2A>D'=;M=#>@=9=\AX*BT)8#MU/]L!8Z4@%)XPJ>D+P7"O:?P
M#L8'_"VO W_ M0Y>'_P#P:0?_ !='_"W/!/\ T,^A_P#@S@_^+KXO_"G_"@WT-)^!%K\"@\&QR<4(3/KBR^<L^'<8EXKBZ@<0/)9A]*:S=VSV:_U98CJ"M0?YS9S<K7=Y6&(%=)Y^W3
E2;X2^"GC=71M$LL,IR#^X2M?5])L?[,O#]BMP?)?_)9+_=/M61\(5"_" MGP6 ,:)98_ZX)0!UU%%%%ED; AEMJ1KF!:"I"#S)E+V=SE]]KR;H:G:@Q\Y!(EH
M>\10P:C M?VL-YI]U81QD7,:2X$URC;@. =O!&12>PR*S^(-E>Z@BBF3\K+\/A$U\#VP/Q-Y[V:A.Z]A.0W!GI2B#NHR;5+[=9_\^D!$\$=60QX]VW]A3[J_B)Q;CQOW&S*Y9
M8^I\Q./H\H>M8R^"-,N$$16Q>\H"!)M/ M&\;NN"?$EQINK3PW262?V1OAFB6-4;>]ZX8 1\KMP
M=W(RHIO2UA>9V4OBS18OM6_XWZHC6L<]O7BLK4OAY;ZI' 9/A?XM22W=GB,=WHQ"D MB($[&NBA&(5X*X&3@#C!J/@6*_;3-_PT\91)I]^VHQV\6HZ0L;S&6.7)7[9@
M8,2XVX(!89PQR_0"SI?C32]0TVQU!OC%K=M9WPB^RO<0:2K2F10RC;]DW*<$ M<,!5C4/$UK9>%-9\16_Q<\0:A8:6_DW'V.UTIF$I*JL?-H!DEE(U=FDDDH
DB2W2S<'4=()EMUC2,0M_I?W=D: D88[.0>>^/:CN!/;:]IMQ>FR7XT:S]O%T+)K8 M0:476<[OW>!9_>RC_P#?)]*J0^,M--OK<-S\8-?L;C1[A]>\CGM=*!C*N4W'_M_0S\I(R#Z>E2^'?
#LOAW7(=5MOAIXPDEMV;[,LNH:24A0^;^[4?:P=H,\G7) MY S@ 5B>*/AC'XJDOA?_^\=F&[FFF-O'JFD+&IF):50/M7*LV&PV<%5*XQ M4]0.FDUBPM[R*TD^,^LQW,UT;*-
&@TL%Y@54H/\ 0^H+*/JP'>BUU".X\3:I MH#_%OQ!#JNGSI!+;36VE!F+)$RLH^Q\J?.1<_P!XX],X$/PZ@A\41:__,*R M\7R7L<[3K'+=Z,\(W>42-C71 YAC.\8?
(SNR:NZSX7NM:UR\U5_A_P"-HKR> M7SD,.H:-BWDS;Y>,&Z."?LL/7(X;&-QS708:QXLM="NY8K[XL^(+:VCMS<_: M_LVDF-ES%A1BT)W'SDPN,G-
5)-2T3Q=H]G9ZU\5=7@BU:!9X].U"WTC>Z8#@ MD"T(!&,]<@K]*CG\$PR&UDA^'GC6WN43R8+J'5-(\P82-#C==D$E80#P>K=* M-2\
^9X0O]&A^&_BRWCEMHX4EGU#2W\KRM[1M_Q^C(!D8D9&1QQVF*MN3'S+ MFFZEH6A:'H4>F_%S68](O[IM/L/L=CI?D^8J/(R\66%P$;.>Y'K5B#Q+:WQM M9+#XN:[?
6DY<&YAAT?;'L4NQ8&UR %&!-&\.ZMX%\4:@ M^EWDMY%-93:1;D^9'+$Z,#>G<"EQ*I8_=V<@C-6%^'D,B7 N?AGXTOI[F.2 M.>XFU'20\H>(0G=MO ,B-54P13 M- TD=KI9 =?
O#_CS[5Y]/\.+2YL;BUNOA=XPD^TH\ZIX*M+R"R^&OBIHKJZ>[99+S2 $9@ 0JK> */ESP.26 M)R2:KH!TG_"O_$7_ $4SQ)_X":7_/(=' "O_$7_ $4SQ+_X":7_/(=,'O$
M\0]OAGXFQ_U]Z5_\F4K?$3Q$.GPR\3-_V^:5_P#)M(!__"OO$/T4SQ+_X"M:7_\ATC?#WQ"?!:F>)?\ T4SQ)_X":7_/X[9PF$>)?_$*8K7S(8_|A67B;S%)3[9I.0#G!_X M_?8_D:=_PL3Q#PV^&#[8]/QA+
_)M #A_$7_13?$O\ X":7_P#(=+_K_Q# M_P!I%\+2+\2?^ FE_P#R'B'35^(GB+_K/(_P#I\Q$R'HU_)P#]V+"?F::(/RDSCU_X :)C\/?2/$G!_X7($$$ V*3_=-_D\R_$!"B! 4/(=' ?!P#G!B$$K!$_Q(E
/(=-M1Q?$K7[B-9(_AGXE=&&Y6%YI1!'J#]MIO_"S]<$WDGX;>)1*?MFE9_[++: M)_\ A7OB/_HG/BG_ (IOX$(M/ ?X@7_^BF>)/_ :7_\ DFMIO_"V?#JY+ LI-0;O$"W6[B^2/RK@] 2-KE:E3OI8 9'=N$[+1
M\39 Z^]*_P#)_4_P",^#N/7M_K?H_OG]S8#_H"VO@.DW_O V'KHX^K_]^+;F+(4%MA ET^1P+^\GDM_J_OQ%I+%RRT$H%5-8'^D^/R K%GE5=N\
$4SQ*/_/*A_D\W 2.D.G\N!)9.^%/_ NO8/?7_8C^]Z+P^[=$AK!/^=W#JF]\ K8M\:%O]%-8Q__]=TT:H\VOU5<?^AF3=]CR0>\\[9EI=>O\N;X64
*]\0_]%R]_)%2_ZG]B_EI_\ DV9CCW8&P#D@BO7W]BFE;T.Q8B=V;!F'U;6-+9B\%7_E(DE=3;+(&M
ML#Q%P!$Q\3/_5;\$?HD1:\ /_4:I4SZ%`U/N% ;U;U=N*8#\G_A7 8R?T%]_O+^S>U3:)6F8K%/UC*:12/>4?)9L>ZPO69@?;+M@.
H$%) B7XL;6-03S;>)=.TQE9 '+/N^QX 7R\'/0NG]X5UJ_#SQ".?\ A9OB M;Z?9-+_^0ZY'59+K5O&EAXFG^%_BS^V+ .WF74-4+4(F) R8^V\JWF'<.Y1# MU48ZU?B%XBV@?
*Q\3_^!>E?^_-?S^_&__+;O&9^U]M5#AOUE_RU-/@Z [H(O,D:/F6T4%(7G&3[NXO"P+/M5KZPNB;6YE4OM5&QRMYUF^R:.%XU(YT$.J%L.^6B
$__ (%Z M5_\ )M'L+Q%_T3B"!>E?@*Z/'"+PN[%2+!%$H=QD&4&KLP(19CNVKJX_;>'3KBQ.F?$ MHBX_M'X;1P8.%@/B)2JNUQ+B;QS8V(7W\^(W(QFD/*CS\//3!+FO\U_@V%XQ7U3:_$*!?2_ZR%B]SWJ_
M)&"0#IE^'_B+_HI_BB?^^#]/E,AC%!]9XA7!SF9Z7D8XVZ4"$_6!&M,"?_5_66D@V4/6+"$=XF1`/,C=_%QM/I_0
/(=-_X6JDHWC_0=%.,_\$YL(3^8TR5!GG_TE\Z4<Z]:OQ<.G96;<!V86]3>M:F0F$:6]XQN\X\<@;8W8XR^QZ"=^$SX[^I^0L$H/3BZ2W%0/3>
M+!HIOB_X+"_0_ M#]J6/_P'<9^V!@%L7,=Z3I4&O8W'?RJ%#@Z_8*C^XX/GO%[OP5K^^P2'5?Y)P!DCH*XS1
\"]*!P#DVC!DB7!2\7_"\\\"]*!M_P#DS)7\/#-T;*'=7T2QC>*+>5+C]V+(I:V5#0K.#WHB
M_3)%"8@L)_ _#F'NLJMIWE$)6P\=$6"V^_9)Z,RUS;L"UEGNH?ZSW%_K_#J(GR/-?HR<V$AU8'G?WN0&'V(#6!
)A2-"*)+WM_'2:9)^IT(2:IG*OZ0)OHAZ"9T0@"_(H]UL9A%LW9'L]X_H4AU@V02R_K0%.)\4%>.0.QJ/CL#B8V?/'N0]'LO]G
0/W/'/(#^K9X?WWA:;-H[(+FL\ETF]LD'=\EY3%I%(@+I#%Z@+'V:\9H;1ATE8TB<2+_WNA-MY(N2U=%H*NSBR<(NUS#1K!?U
MK\O>E^Y[!-2<_^]J)>XHXJ;QRRT)V<Y@L%HY>C9Y)9N^P1IQX)0IC<RG^\\I:Q1D:Y+8R/Y3+;K(/0<.3QV3A8BX/>
/HY-S*T%N"D,/;19OM<%/V++P&HSJ'(9>%I:@9+?.R6+?9:9O"*KP<CKEA-7EJ<Y4HYVG/OOS'M!*^QI<O
H+C+E<@'KSG!JZQX0^*UO9W26&KW%U+=212[I+F-6MG\RX+! % ,>T MVPP2?XNIKZ H[Y]&NX'@GAOP'\2K7QEI-[K.M76HZ3#?+<20K=*NP-%'5!IEH)FETR.&X5@6"2A5W2A:
>)6?@WX@)#XSN/M,D.JWJP0VERURCED2YG=A%\H$8,4JJ MN[.&Y.<9.'KFB_%*WU2Y>#^TCI4I/E7^>; 7C SU/T4
M,TGWNM):,#Y:TWPS\;]3CU$G6+R$QW#0S>>\;_: LT7S6R[5VKL67YF(W;A@ M]ZZ?P[_-YDY^\C_2;0A^&E0S_UH,AH0:VH^K3XM)(/X&FW4\5^KLWR>F
M^P'@,O@SXJ0:?,\NW5]/):BV$=Q)'&5^2W'FX3'[S<+@GY\'Y26J$$OP]^+5 M>6L]YKE/;Y_+\7R18M$H\J\JQ%GB\S6[,G4RXP]1/+>^2Y&7@>
]XIO4T6^EM="8221R0R1%QF")4C", >)5E8G<.'X/05M_"G1?'ECKFK MW'BZ_EO(JI:VL)5X47<2"K9W;@N%;()YYZUZE1MIW -ORXHQTI:*D#COB< M,V>@?]AVP_|1ZUV
O@5Q_O,_P"/+0/^P[8?^CA77KF@!U%%(%Z6@ H/-%% M''*/^+N29_Z_B!_|1F\GN$C]5*BXU8MT1J$=U+&I4>2VBGR7N%I-U,G_QHZ:'EIGS^1S9.>&ZENUOEF.B@RC=P=)Z6
MT_PC_P!AE?!T TGGKJEKEO''_"$\$/"7_887_TGGKJ5H 6BBBBB@ KEOAVO_!(+ MK_L+:G_Z7SUU-^$G_)*?S"+O4@,7R((W2O%/:4WA/4O
M$#S^*]!T"SNM:N/(BU2P>1V*)&9#O%R@P.I^7@'K7M=?-/BK09?%6NZLMK=W M^F3V.HZI:O)'X?N-0CDCN88T8JT9"AE XSGG]*0'L(F\4,N1XI\.@ D_P!C
M2]^G_+Y1YGBD*&_X2??PZ0V<;=&FYQU_Y?*^?5^ _A^;4GYNQJ-YIOGS3+:2> M$;HM*5ZS$M#D'S6C-RNQMJ[5B QDY$MK\%-HIIH(=2FMH(9H[;6H;!
M);K(C*WEB,J!NWMNR.>,8(R:T[@>Y_VMXA:Z%%NOBOPX\V_84719B5;87P?\ M3./E&>>U7?^H/_/\BK-@@/_"1^"VR,YY!L8]*"RPTYUWS#-TZH=A]0TKYMMP3G5'YRSQ
\6UQ\G!P",\Y&\U\1/ MMX^L- C@O_$'AB[TNU-NW]D>&R. M&1AL,9$>WY5C96*J21A\'/=:= /6Y=3\0PS0QR>+/#:23OY42-HTH+OM+;0/ MMG)PK'H#5]DO%5"X8H6&-RCC-
'ID'B+6[K4KK3X_%OAUKNU?9,G]B3?(VU'P? M]+_NRH?^!4_^VM=:U>Y3Q;X;E@65H2\>CROAU?8R\7G4-P?2OGJS^!%K:Z9<
MVS7=\QE@:)!%X,O(X5?;9A)3&&^9\V8=LG:S2'(['J/#OPUTC1YYI9H]4G83 MR2VSIX5NHS)+I;AQPF,Y79D8^4*.W)?30;/7='UC7]>TFUU.P\6>'9[&ZA6 M>&9=%F >-E!5L&\]".O-
&GZMX@U(!];Q;X=GB95<21Z+,496SM(;[9@YP>E> M >&O@E_PC>FV-E:ZI>Q1PF..X6#P5>1)/"@M,_+NXE8V@+2'(8N?EX%2Q_!& MPM=$T_2X[F^2WM;9+7:/!EYM 4R8GC
(V7'[S(ER<')QSPNHCZ*4>*F9L>)? M#[;>#MT6;@G_+?*H:AJ_B+3;B*&Y\5^'8'D&4\S1)@#@#!\RJ!G]9C)9T '4D\ M5YCI?@/2-'T#Q5I]FNLVLVLNN6ZXN8?#%TKPW:RS2KO:[K%
MK!E:+H>@:3!::[';Z1>3W$0B\/7:KL=)T6-0$^4(LX QV0# M[SL%E\4M@CQ/X=()Q_R!9NOI_Q^4H7H7D^)_#O@:M(@FE'3_M\KP3PO\ !GO_ M#>FZ';G^U9[C2_I_"7*^%
[U6DD\ZT)+ZPM[MR#Q5XCRE) 1D%3]LY!%2+)XH/3Q\X?Y_Y@W;K_R^5X7]J7P]MNO#OP_\ M)MJ7}*%!O
%;2G)\-7P=97CN$EG7;A29/M+%E8-]T8.<$'J!![G)?> M:AK;(K*+]G9$!NX75K9BXV2)Z4V@VJ+A\>5VE%[@EF*8J#JTK*Y%<$N(V+JD+OAIX'(+VK[9P?RT48+<C3E,4^
C!%4_*EX$$!!&!"N,9&W',X;V(6UWON- M0GU.XBMD&I3^$YGC)(5&&&3/-(P[K8-/8Y@<9YR@VT1!AQ&0_"&\+U4;KMW.8
MX61I_P#T>_M#>-&J7_A9@M?!B,_0(E6Y9K&=&EE\P+MMJ\:1XEDR_21GJKH97<8=0K@/?4E6%T1C!@C(G+(8*X:X4-/!W&W$S
_P#)E)_A,\U7M5V[EK[H*7[9E[TS9G6O]<$"#Y0(?(ZL'H/
"Q]/_P"@=KW_ M ((KXBJFS_XS0 (^SKVR]G X[PFDF*>;8+[=;*/BJ$?K2+6D&H'BGX-,70"R7J
M>C3+@^U=:QK^GZI#IUSX0?BZ=4[KW\"!4Q?6OEP\'^&6T0"0;C_3SH&@C[5TGFQO<;$P'+X>S:)+B/LHN<.)8N(FK^T:1/,7WNT4D7/Y=[^PC[Z1U;
"_P#!'!9@F?\ \G@V?^FJO+=Z ZE%NTL-=-3(%T@^ M?6&]IA']*Z[5ZI\U(:*.S1!^MV/&3?GW+66U)`^9I,.6N/5I[!:;W<&I"G0;M+M&'_;'3*&QL4^2?\
LBP_Z!VO?\ @BBO\ @@@@)+V+YC&_1E3?XV+'[O!]V/?1Y0T]*1D'R/.GR_)+(=F&7]U-"(XR@FT5^#(N@`3S7`2U(B5UD;J2&(J+PSB
V>@YZUU"Q MM/\ ^@2/>(M=U[&K_Y>*+1;KX1K/;TC<&KA"6JI(&SAJ[Z(CZ0YW^7HR3(Q&&?$G>.TO%=BEGV@`MW>AGMD&'[9L?I
_&J3_A8VG_P"@8[O^U. M#+P;QZ[&EB<2^;_KG>I6E*4U=#NEN#?)XH:8<&YBW"7RUHIY?WU<"VBCFIHTGO5-+=:8I/7`Z<U]_Q>=_C
/P17G_@@_^'X_<V.9@9K]?)ZHJV3"*5V"\K8$B#87\)W[1F0<%(5Y($T8>UI'.=:ZX5]%JZ/3V^?5E<0I(@RMWZ.+(J5(!E&#%
$5Y_X3OSVO@*)L$?$)IS+1_V/W6E_0IMXBIP^[#!=O*O<#?U=U\ZN5'/M_YF.$H0YJB8_[2+<ER.50@3%IRGR90&E
T'_P $2^.5Z9N(N;7F1G)"=[[E\R&7;*6OZ[[]\'W`\T[?R9/&)67/'&2^NS(N\QJ@@*RK\ZQF\%MT(Z9K]6>J;?@ILR`JY4
MXDBA606@F6(K>,"/^66QOKYGXCZ*KE+KX6^&[O4+R]DLIA3QAWP M!NPK@#A1T%'AFE_$?XJI=:;%&K:Y%T8B&!HE]NJ(ZI3`2P/R8K%3+'2@7.G^HZ*1!SP
Z/H5E)#9K!;JEY=:3)+"KO/;*[K(&"R 1RS97(*F(D\8SB^"_$GQ%M(BGR
(53X;_Y];DC_L(7'_QRA: >*:E\4/C"MI(/1@+@,H1&&HXOU^>CAL1A"P)QZHS\C+!(,%>E*74J#(&"#4WFUA,.(?1ER0;BU'SZ
Z2UU#IMR(%OK?3I&%R&61S.D22'./#/CG5DTRUU&_T\1(XC@T M2:Y !MSF6.4,$.)%0&$?.=S$9KG)?B=\8&T,M'H6V_>WL9"TFC77E0F1#YNY M0"[,' ^5%;K9;!!KW' (55X:7
)=;K/\ V$+G_P".4?\ "JO#3=;6Z_\ M!A<__*5DW#\+7A/([-K/]($&%UH>XL$YJ'M9'NZ<*`YR@"DTH`1?A]4!Q?E3]AK2*"3;WNPVNC!^8MR[=6\"#EV2)
2Z_\&%S_P#H8*/ A5/AKO:W7_@@@@@@3]^^UP"TJMW_^MKUN:A\-06B+!9R9'OZ\"*&\SN29,EE[W]$7KZT!,RQ;W1OC@
TKR(&V[5\O:6R:U/"7Q/^(.I>+K M^+V*^K4B_JO@8&1U88:5@_@[XUR9E54ZT=&U?D6GTK2CP@O_@XI\!&]X;B[^OZJA"^K%P:02V+'A9=K
/K=?^#*#_XNO&D!F-6:FKM%IM=(6QH!I\N&_J$@EYPT;SB_KR[T^G/$'L#NN6%;U]E$QC9%/,J`TI3=P%W`_
QR@#K>M-/6N4 M_P"%5&5@^&-6K\WBT&4#@PT\+J,D^"O%60E0BM^\E^$5=FQXAB@L5(<8Q@RZH?'K]Y^9C!\ZQZ]DY\[2+@Y]/!5HX#9
(##]YUP3^=3_*K\K- M_P#/K=6Q_YT(\NI%FEH!#XI36LP%X^*#'"_;D1F+;,Z;1\/?J^+KL#*.>LD+5J+C:H7<B>+J2L(\>E=Q0^)UGO7&=D$ND]`YP6
SZW7_@@%/Q&6\>-%M;U8_&VM*8\7VHVU:/\$`&A:(PP.Q2N^5`SQ@XX3.=4P3U,QN\C;1L9YS%RQ4<LG;SH$
MKE/^%5_5^%^$4[BW/ZWD_?_6XMLW\ #<)'WZN1<FPA0,!%@XJ<Y;J-`.9Y?J_1`O8B,)4S`[_V4*+:?:`!8!!#:!2.:B&&AJ?%-2Y_`=CDN5F@7`7B5YQ*EY)Q`FK&
HHHHH HHHH *,XHHH *4T44@$@$HHHHH ** M** "BBB@ HHHH **** "BBB@ HHH LH **** "BBB@ HHHH **** "BBB@
HHHH ****/_]D! end GRAPHIC 15 img198337885_0.jpg GRAPHIC begin 644 img198337885_0.jpg M_]C_X 02D9)1@ ! @ 0 ! #_VP!# @&!@<&!0@'!P<)"0@*#!0-# L+
M#!D2$P\4'1H?'AT:'!P@)"XG("(L(QP<*#7J#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6VM[BYNL+#Q,7& MQ\C)RM+3U-76U]C9VN'BX^3EYN?HZ>KQ\O/T];W^/GZ_\0 'P$
P$! 0$! M 0$! 0 $" P0%!@<("0H+_\0 M1$ @$"! 0#! <%! 0 0)W $" M Q$$!2$Q!A)!40=A<1,B,H$(%$*1H;'!"2,S4O 58G+1"A8D-.$E\1<8&1HF M)R@I*C4V-S@Y.D
$149'2$E*4U155E=865IC9&5F9VAI:G-T=79W>'EZ@H.$ MA8:'B(F*DI.4E9:7F)F:HJ.DI::GJ*FJLK.TM;:WN+FZPL/$Q<;'R,G*TM/4 MU=;7V-G:XN/DY>;GZ.GJ\O/T]?;W^/GZ_]H #,!
(1 Q$ /P#W^BBB@ HI M*0G H =32<5AZWXJT_1$/G2AI>T8/->Q[5/AU6]^?W'O*>+]!=MJZG 3_+U7X-6L;G_57,;?0U\[9IRR.C!E M8@CN#0L0^Q4^'8V1V1)A@PR!!PRI!%*%#T!MMR!*&3T_P
7ZSIS I>/(@_AD.17>Z'\1K2\ M*PWZ_9Y.F_/RG_"M85HR/*Q.3XBAJM5Y'>T5%#%T=2'#*1D$5+6QY+GQ/**5G8** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@

HHH MH **** "BD-)G% KCJ:36+K7B:RT=<2/OFQQ&O7|:X+4O&&JWY*Q/]GB/9#@ M_G731PE2KJMCDK8VG3TW9Z;<:C9VB[I[A$'N:S)?&&BQ"VQ&_W>:|GD+RN9
M)'+.>I)R:3%=\,LBEJSSY9G/HCU;_A--&_Y^?TJW;^)-)N2!'>QEO0FO'R!1 MC(JGEL'LR5F=1;H]SCFCD&4<,/8T_->)V>J7VG$&UN9(P/X0>#]:[#1_'G*Q M:DF/^FJ]/Q%<=7
3AJM3LHYC";M+0[VBH+:ZANX%EMY%D1AD,IR*F%<+36C/ M14D]A:***!A1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%%
!1110 4444 %%%% !1110 4444 %%% M% !1110 4444 %%%!.* &NP49)XKS_Q?X[6TW66FL&G!PTG4+4OCSQ8=/A.G MV;_OW&'8'[HKR=F+$ECDDY)-]1_AUI0,G Y-
=CX<|!W>J(L]YF" |@?Q-_A7+&,I/0^DK8FCA87EH<U:;X5TK3(@(+5-XZLPR36RD2(,*@'T%=$)O1ABOH\J/2J=SI=G=J5G@ M1U/4$4WAET,Z?$4[^_'0^=CQ]*
3U[UZKK_PXMIHS+IA$+C^ \J:|SOK"YT^ MZ:"YB:-U.,$=:PG2<#W,)F-'%+W7KV-_PQXQN=$G6&9C):$\J?X?I7L>G:E; MZE9QW-NX>-AP17SF1R*ZOP9XGDT:_2"9R;.4X8?
W3ZUI2K6T9Y^;93&<75I+ M5'MF:6HXI%EB5U8,&&G.#)G M#R |#V'O4OC+Q&;*/[#:M^^V:XW06Y]1|Q^E>G.I"DM=#RX4Y MU79'-ELL .]7(M)U*?:8K&=@>X0X_.O5-/|
#FFZ<@$5NK/W=N2:U%15& H MKSZF9:^XCTJ>6/[3/'G|/ZN@R;&8_1":I3V]Q:X%Q!)$3_?4BON]%N%,;%X#]^,GC|/>O5=+U2 MWU6S2XMVRI'(/4>QKQ7/]<=*UM UR;1;T2
EK=CB1/;U^M88O"1FN:.YO@| M8Z;Y9;'L.:6H;:>.YMTFB8,CC((J45X;5M&?0)IJZ%HHHH ****!A1110 44 MG>BD M%%% !129HI@+11FB@04444AA1249YI@+129I: "BBB@ HHHI
%%%%, M HHHHH ***0F@!:*2EH **** "BBBD 4444P"BC-% !124M @HHHR*0PHHS13 M *RM?U6/2-*GN7/*J=H]3VK4/2O*OB7J[2W46G(WR)|S8]?2LZD^6-SLP.&^ ML5U#H<-
>7C&"B MK(^"Q>+GB:CE)BBEI.U+5'*%)11GF@ KG?%'AJWURP90BK<*,H_<&NBI#Q2< M;Z,TI594IJ<'JCYQO+26QNY+:="LB$@Y[U7!P=V:]/| B-X>:;R]1M86:0':
MZH,DCUKSO^S;[_GRN/| OT?|*|^I3Y9:'WF!QU.O14I.S/5/AUKHOM,-E*Y, ML &>Z]J[BO$/!XO],|0VS_9+@1N=CYC. #WKVU3D UV4976I|EFM"-/$-P> MC'T4F:H:IJUMI-
JT]U*J*.@)Y/TK2YYT8N3Y5N7V(49)P*Q]0|3:5I@/VB[C MR/X0NS_$[2H\^7%++]!C^=01?%/3W;#V4T?N2#_*O)C2CI6/UF2/460X6V MMSW'3O'&C:@P1;E8W/:3Y?U-
=%'*DJ!D8,I[@U|W#KFM_0O%VH:+, LK2P=6 MC!)YK=QNWQ[E[@[A7E1-7.MR['-@,F^L1;F[-.Q]#V^MZ==3K##=PO(MW"JK@DUH9KPGP1_R..F_[Y_]!->
[5I2GSJYQ9C@UA*B@G?0K7=_;62!KF9(@ M>A9L53_X2+21_P OT'_?P5R/Q2XL;;_?KRRLJE9P=COP&3QQ5%5'*Q]$VNK6 M5ZY2WN8Y&'4*P-33WD%JA>>5(U'=F
KP[PQKHT&6XN"I>1D"HH]>:J:MKU_K M$[27-PQ4GA < 4?6$D7_&!-UN5/W>YZK>?$71;5V1':9EX.Q3_.LP_%6P+[M?L,^W^]D5Y5G)HK+ZQ(].&08:*]Z[/9+3XCZ-<$"1GB)
[,IKI[34[2]0-;SQ MR_W6S7SI5W3M5O-+GMI,R=L|'|*N.([G+B.'X.-Z3/HD&EKD?"/C"+78/ M)G*QW:]5]1ZUU@.1FNE.ZNCYFM1G1FX36HN*S]9U*/2M-FNG/W1|H]3V_6M&
MO//'^H>9IX4;WQZ^E=&'I^TJ*/0X<75]E2&M*.KZND9_P!3'||GTKZ*;C2A?L?-QBZD[=S<|)>%_M)74+U/W8/[MN,C&?>O0E154 # %)'&L<:HBA548 '84^OG:U>56=V?2X?
#QHQLMP%&*3-5; M[4K;3H#-=2B)!W/>LDFW9&TI**NRWBC%9%AXETS4IC#;W*F3^Z01G|ZU|4Y M1<=Q0J1GK%A65K>BV^L6;12*!(!E'[J:O75W!9PF:XD6-!U)-9EIXHTB]N/(
MANE,G0 @C-534T^:'0SK.F_LE@VF3 M'D?-%].XKNJ|@TRUU/3]3M[H6DP"."V%ZBO78VW(K8QD5Y6-A%5.:/4]?+ZD MG3Y9=!)IX[>,R2NJ(.K,<"J?]MZ;_P_L'_?
8JEXO_Y%NY_#^=>2J!L%5A<& MJ|;MBQ>,E1G9(IJAU:QN)EBBNXG=NBJP)-7J|>|*C'BK3|?WS_Z":]AK+%4% M1GRIFV#Q#KP:C MW/4K5'3IN:-[^VM-'_+[!_WV*E@U.SNI?
+@N8I'QG:K FO$P!6IX?U*/2-4^ MUNI8+&P 'OR31PQEY75%'4L<"L"|:Z3:/Y8E M,K_[./SKSS5M;O=7F+SR.(^T:'_K6=@=QBG2RU6O-BJYE)NT$>AM\1+,- MA;29AZY JU;^/-
)FQYA>+/| >4G^5>9@#-+QTK=Y?1:,%F-9=3VJTU"UO4#6 M|R2 |_*>:N#I7AMM>7-E,LMO*Z.#V/!KTCPSXK355%M=$1W(''^U7GU|%*FN
M:.J/1PV/C4]V6C.JIKNL:%W("@9)/:E!JGJ__((N_P#KDW\JXXJ[2.^3M%L8 M=:TT'F|A_P"^Q2QZOI|LBHEW"6;H XYKQ8C+-G^|:O:(H_MRS_ZZ#^=>I++H MJ-
[GD1S*;E:Q[2#FEIJC%.KRCV%L%%%% Q&(R3@5GG6]-!(-["/^F@JY M&VP_TR#_ *Z+_.O;;8?Z-'_NBC%894;68|'BI5[W1*:3I2YKF_$_B9-'A|F' M$ETX^4>@]37-
"G*I+EB=56I&G'FD;-Y]=I81%[F=$ [$|G|*YB|^(-E&2MK! M)-[]!7 W=W<7TQEN96=R<|GI4(P!BO7I9=!+WV>+5S*L-G$/ M]|G_!I(_B%?AOWMI 1_LD_XUR!..*"<#VK?
ZE1ZHYOKE;N>@VWQ"M"0+FWD MC]6'(KIK#6;'4HP]M<(_MG!_*O%^#4D4TMO*LL$C1N.A4XK*KET'|#L=%+,: MD?BU/K: MLMAMBCC,UU+_*N)>^._TKG8O%-[*!,K6[*>-
AC=0?;<>*U)2%|6.9,I/FW.TT_6[>]M1(W[IP=KQN< M%317 ^)DN6UAAIRLT2HH8KG[W?| 3%%8N"N:*M.QZA(VU"Q["OG_,17GV[7 MKRXSD,Y]NU>ZZM*8-
*N91_#&37SU.2TTC>K&N#$O1(^QX=IWG*9%BO9OAYI M:V6@+.5Q).2Q_I7CL*&29(QU9@/SKZ$T:$6^DVT0_AC7^51AXZW.KB&LXTXT M^Y>Z#-V8X_.NLD&8V
ZD5X#XEM+BUUZ[$Z,"TK,"1 MU!/!K:K)Q6AXN5X2EB:CC59[+H'B>Q|00EK;&1^HKQ?7K.YM-9 MNUN%8$R,06[@GBNL^&%E<_VG/=;2L 3;GIDY%*-23E8Z<3EV'IX158O4]6(!
M'(I HQT'Y4IHKH/GK@%4=A1BEH/2@13U"^AT^RDN)G"*@SDUX=XB|07&NZB| MLCGR5.(T[5U'Q(UYIKH:7$WR1|R8[GTKSZN.O4UY4?7Y)@%"'MIK5["]>E/
MB@EGD"11L['H%&:M:5I=QJ]]';6ZY+'DXX4>M>S>'O"MEHEN-B!YR/FD8IN,:0#_IH?| "KLGPQUA$+":V8^@)S_*O7@, M#@4=ZZO811|
[+/<4Y732/GW4M!U+2R1=6CJH_BZ@_E68>N*^D+BU@NX6BGC5 MT;J&&XK"I0Y5='KY?G4:TE"MHSAEGD2-XU$^"/^1QTW_?/_*": M]VKMP_PGQN?_.|KT//?
BG_QXVW^_7E=>J?%+_CPMO| ?KRNL,0_?/;R/_=$ M_6I(8);F410QL|AZ*HI(HWFE6.-2SL<*!W->S^$/"L&BV*2RH'NW&68|X]A M4TZ?.;YCF$<)"_VNQPNG_#K5[R-9)&C@!'*N?
FK0E^%UZ$S%=QD_[>:]4 QP M!2]:ZE0@CY>6=XMRNF> ZMX;U+1F/VF$E.SKR#617T;=V<%[|4T8=7&"",U
MXAXKT$Z%K#PI_J'^:,_TK"M245S(]S*|V>)E[.H(R;*|FL+N.YMW*21G((K MWGP_JJ:QI,-TIP67YE]#Z5\^]*])^%^HMYUS8,?E^^GU[_TIT)M.PL]PJG2]
MJMT>FL<"O&M:NC>ZW=S$Y4O@?AQ7K]Y)Y5G-)_=0G]*\1E.Z5V'=B?UKZ#+8 M^|V?FV:2TC$;[UZ7X$T];?1S<$?/.Q/(Z <5YKC=@#N<5[3I$(ATFT0#&(ES
M^5;YC.T%%=3GRV'-4D&L M_5-(M-7@|FZCW '(/.V?F+?6[1$^8'&T#US7 MML!8P1[_+VT9^M8FF^$--TV<3HKR2_*7.<5OUMC*|:TERF.!P|Z*?.<+|1 M&GV6B#
(A+'/UYKA%)29"G#@_*1ZU[5J&FV^J6Q@NDWH?S%8MEX)TJSN1-L=R MIRHG&-DDQ,#T%&*6BD4C"|7_/(MW/T'|Z|F P!7K7B__D6[G|/YUY+V M'TKVLM_A_,|+,_XJ-CPK_P C38?
[Y_| 037K]>0>%?| D:;#_?/_*":]?KE MS+^*=>5_PWZA1117GGIA6?K?_(#OO^N#_P#H)K0K/UO_) =]_UP?^1JH?$C M.K|#]#Q=?NU:BCW- H)
MP.F:^C;MJ?,CD#2.J1]78]%417Q|D^6GL>OALN37-4//6^'EPJ9CNT+=PV<5S^I^'=2T MIB9H=T?_#T3D5[#CTILL23QM'(H96&""*QAF%2+UU-YY;3:]W<|+SGUJ6*5
MX)5DB8JZ'(.:VO%>BC1]2#1_^1-DJ/[I]*PB.GM7LTYQJPNNIXLX.G.SW1[! MX=U8:OI,5P<>9C$@'9N]6=7YTB[_.N3?RKA/ -|8=1ELRV5D3[['B^/F;ZFK^B#_B>6?_%T%4?XF
M^IJ]HO| R'+/_KH*]ZI_#9X$/XB/9Q2T@I:^8/JUL%%%% R*X_U#_P"Z:|/? M_6O_+QKW"X_U#_[IKP]_P#6O_O&O5RW[1XV:[Q'6_| Q^0?]=%_G7MMM_Q[M1_[HKQ*V_P"/R#_KHO|
.O;;;_CVB_W11F6Z#*_M#;VX6UM)9FZ(I:O&+V|? M4+^6ZE)+2-D9/0>E>H>,)"GAF[P2,@#(_P!X5Y,H^6JRVFFG(G,YOF41&59$)#*<@YKU_P]J8U;28K@G]
MYC:X]QUKR#:W]UORKN/AY.P-W 0P&0PS3S"$94[K=!E]24:G+T9U>J:3%J*(MVXQ3QG*2KU6LXZ+J3VGV)KBV6W/!(C&F]0:GMK6"TC$4$2QQ@8"J, 5/1758^9(ZE
M=/>ZC<7,C9:1R:JCVH/))]:LZ=#]HU&VBZAY54_F*|WXGJ?HZM2HV71'K7P^ MT%=/TH7)K.M5"^*M';1M9EA Q$WSI]#6'7I_Q1L@U MM;7:KRK;6/M7F%>?6CRR/OLKQ#KX=-
[G0>"?^1QTW_?/_H)KW85X3X(_Y"3 M?]|_^@FO=JZ,-|!|[Q!_O*]#SWXI?|>-M_OUY77JGQ3_./&V_WZ|KK"O|9[M>1_[HCHO]HEYXFMU9 M7L*****W/%"N3|9>%Y?$%O%]G*+-
&W!8]O| .*ZRDQ4RBI*S-:-:5&:G#='D MB_##4"/GN(U/H.:WO"W@BZT+6%O)+A70(5*@>M=Y1FH5*,=3MJYKB:L"3T9 M4U4$Z9=8_P">3?
RKQ5N&8>YKW&XC$L#H>C*17B,Z[+B52,8(|X!!YKV30+I;K1;60=HPOY<569I|L6 M1E;7.T:@HI*6O(/;$SFLC6]?M=#6%KE9#YI(4(,]/_UUKUPGQ'_U>G_[S_TK
M;#TU4J*+,,54E3I.4=RZ/B!IG_/*?_OFE_X6!IO_#RG_P"^17FP(I>*]?| ML^B>+_:-8](X6!IO_/*?_OF@_$#3/| GE/_-|BO-^**0]:/[/HA_:-?N>NZ M+XCM-<:1;9)%%,?
WMXQ4&K>+K'2+XVDZ2LX4-E1DJ>"8C%X=B/| >):KQF%ITH7CN+!8NI5GRR)O M%_| R+=S]!_.O)A]T5ZSXO| ^1;N?H/YUY,/NBM|M_A_,Y|S_BHU_"W_ "-% MA_OG_P!!-
>OBO(/"W_(T6'^^??_037KXKES+^*=>5_P P -^HM%%%>>>F%9^M_ | M@.^_ZX/_"-:%%9^M_P#(@OO^N#_^@FJC\SG_|F=9_@!.8>8GJS.KV|+K]?>[, M%#3*EZO&5Z,KU,8_J
SY:G|:/:A]VN3^(/_("A_Z[K_(UUB)!!7)_$'_D! M0_| 7=?Y&OG|-_&CZGT>+_@2/-16GX>M1>:]:1GE0X8CU K,%;_@S_D98?| M<:O>KNU*1|]05ZB1ZJH"J /2G4F*6OF3ZI(*3%+2T#,'Q-
HK:U8+#&561'W MG|:Y.+X?WYSON8@.V!FO2<4=*Z*>*J4U6K@Z=67-(XC1?I:MUI6K179N$9 M5X(QQ74ZM_R"+O_*Y-_*KI%4M6_P"01=_]^;ZFK^B??|ARS_
.N@KZ"I_#9|Y#^(CV<4M(.WTI:^ M8/JUL%)2TE R.X_U#_[IKPZ3_6O_ +QKW&X_X]W_ -TUX=)_K9/]X_SKU-FN\1]M_Q^0?_0?|71?YU|=;_P#'M=_P#'M_ NBO$;;;;
M%&9;H,K^T9_B*U-YH-W !DLF?R.?Z5X,XX,CY2.GZU[LZAE(/2O-O%7A>> UNGO M;*R6[DLZ],E3_A49?E?'Y'SHK3=-+Q6DR:R:(.:)6P*T7-T35@|9/%/P%3%@((*8A#1L'&
^<"]:Y'<"1@@|Y&*7V_2O4J2>5>|CR:=(%(8>%UE7*0D%S(N^]+SCU@9%/@S>%GCK0A%:%TR>UN_G9%U2DQ[JH^P*M+%Y@@/KPEA#G%TH,E&K"?O (|FVSH7%$H:N*@_K>Z^O*9S2(F&E^Y@O&3*S9_T5W*Q=]5]PIF39FW-+6$^UGS:*1?UXV%UFGW9F:8)>T[WF(&L)F1%1=G@!$OHGCQ9?&BEN:N;<-2(ZY)0^H0R1T^_$V"XYW/|9T*8]+F3@H7O7XP>3?0L0Y=^^5;6Y<;J.&7M2>-T:|N?|B"6T@1%"V4UXO1?=CKV#K"G*:0@1C|V1X&6;\$8(+5^D]8"6;@S(&/FC*ZKNP]?|@$HO5D<5MRU<.?T"?0BH5X8?7>?V2P$OP5V(0@R%VUYNCO1LSYJD|CC=&:ZC)OL0(ZA)<CVX$W*0XZ4XH5!IA0]T6@XZYTF[!F4F;DXQ$E0%ZK^U4PZWTAFTD0CIPD99Q/V(9K8XTKOI:VVDNF(}W<S2)$H]PS|]*|3IMI@>G$7<7L!UQ3TY$FW%J2|FXS!9)FC3Q7#&3N'99LVG4&P:GX

Statement - Unaudited Condensed Consolidated Statements of Redeemable Noncontrolling Interest and Stockholders' Equity link:presentationLink link:calculationLink link:definitionLink 100080 - Statement - Unaudited Condensed Consolidated Statements of Redeemable Noncontrolling Interest and Stockholders' Equity (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 100090 - Statement - Unaudited Condensed Consolidated Statements of Cash Flows link:presentationLink link:calculationLink link:definitionLink 995455 - Disclosure - Organization and Business Description link:presentationLink link:calculationLink link:definitionLink 995465 - Disclosure - Summary of Significant Accounting Policies link:presentationLink link:calculationLink link:definitionLink 995475 - Disclosure - Revenue Recognition link:presentationLink link:calculationLink link:definitionLink 995485 - Disclosure - Fair Value of Financial Instruments link:presentationLink link:calculationLink link:definitionLink 995495 - Disclosure - Property and Equipment, Net link:presentationLink link:calculationLink link:definitionLink 995505 - Disclosure - Goodwill and Other Long-Lived Asset Impairment link:presentationLink link:calculationLink link:definitionLink 995515 - Disclosure - Accrued Expenses, Accrued Income Taxes and Other Current Liabilities link:presentationLink link:calculationLink link:definitionLink 995525 - Disclosure - Debt link:presentationLink link:calculationLink link:definitionLink 995535 - Disclosure - Commitments and Contingencies link:presentationLink link:calculationLink link:definitionLink 995545 - Disclosure - Stock-based Compensation and Common Stock Share Repurchases link:presentationLink link:calculationLink link:definitionLink 995555 - Disclosure - Earnings Per Share link:presentationLink link:calculationLink link:definitionLink 995565 - Disclosure - Income Taxes link:presentationLink link:calculationLink link:definitionLink 995575 - Disclosure - Segment and Geographic Information link:presentationLink link:calculationLink link:definitionLink 995585 - Disclosure - Subsequent Events link:presentationLink link:calculationLink link:definitionLink 995595 - Disclosure - Summary of Significant Accounting Policies (Policies) link:presentationLink link:calculationLink link:definitionLink 995605 - Disclosure - Revenue Recognition (Tables) link:presentationLink link:calculationLink link:definitionLink 995615 - Disclosure - Fair Value of Financial Instruments (Tables) link:presentationLink link:calculationLink link:definitionLink 995625 - Disclosure - Property and Equipment, Net (Tables) link:presentationLink link:calculationLink link:definitionLink 995635 - Disclosure - Goodwill and Other Long-Lived Asset Impairment (Tables) link:presentationLink link:calculationLink link:definitionLink 995645 - Disclosure - Accrued Expenses, Accrued Income Taxes and Other Current Liabilities (Tables) link:presentationLink link:calculationLink link:definitionLink 995655 - Disclosure - Commitments and Contingencies (Tables) link:presentationLink link:calculationLink link:definitionLink 995665 - Disclosure - Stock-based Compensation and Common Stock Share Repurchases (Tables) link:presentationLink link:calculationLink link:definitionLink 995675 - Disclosure - Earnings Per Share (Tables) link:presentationLink link:calculationLink link:definitionLink 995685 - Disclosure - Segment and Geographic Information (Tables) link:presentationLink link:calculationLink link:definitionLink 995695 - Disclosure - Organization and Business Description - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995705 - Disclosure - Summary of Significant Accounting Policies - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995715 - Disclosure - Revenue Recognition - Summary of Revenue from Contracts with Customers by Services and Products (Details) link:presentationLink link:calculationLink link:definitionLink 995725 - Disclosure - Revenue Recognition - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995735 - Disclosure - Fair Value of Financial Instruments - Schedule of Fair Value Levels, Assets Measured at Fair Value on Recurring Basis (Details) link:presentationLink link:calculationLink link:definitionLink 995745 - Disclosure - Fair Value of Financial Instruments - Summary of Unrealized Gain on Investments in Equity Securities (Details) link:presentationLink link:calculationLink link:definitionLink 995755 - Disclosure - Fair Value of Financial Instruments - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995765 - Disclosure - Property and Equipment, Net - Schedule of Property and Equipment, Net (Details) link:presentationLink link:calculationLink link:definitionLink 995775 - Disclosure - Property and Equipment, Net - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995785 - Disclosure - Goodwill and Other Long-Lived Asset Impairment - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995795 - Disclosure - Goodwill and Other Long-Lived Asset Impairment - Summary of Other Intangible Assets (Details) link:presentationLink link:calculationLink link:definitionLink 995805 - Disclosure - Goodwill and Other Long-Lived Asset Impairment - Summary of Estimated Amortization Expense of Intangible Assets (Details) link:presentationLink link:calculationLink link:definitionLink 995815 - Disclosure - Goodwill and Other Long-Lived Asset Impairment - Summary of Changes in Carrying Value of Goodwill (Details) link:presentationLink link:calculationLink link:definitionLink 995825 - Disclosure - Goodwill and Other Long-Lived Asset Impairment - Summary of Changes in Carrying Value of Goodwill (Parenthetical) (Details) link:presentationLink link:calculationLink link:definitionLink 995835 - Disclosure - Accrued Expenses, Accrued Income Taxes and Other Current Liabilities - Schedule of Accrued Expenses, Accrued Income Taxes and Other Current Liabilities (Details) link:presentationLink link:calculationLink link:definitionLink 995845 - Disclosure - Accrued Expenses, Accrued Income Taxes and Other Current Liabilities - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995855 - Disclosure - Debt - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995865 - Disclosure - Commitments and Contingencies - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995875 - Disclosure - Stock-based Compensation and Common Stock Share Repurchases - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995885 - Disclosure - Stock-based Compensation and Common Stock Share Repurchases - Summary of Stock-based Compensation Expense by Award Type (Details) link:presentationLink link:calculationLink link:definitionLink 995895 - Disclosure - Stock-based Compensation and Common Stock Share Repurchases - Summary of Allocation of Stock-based Compensation Expense (Details) link:presentationLink link:calculationLink link:definitionLink 995905 - Disclosure - Earnings Per Share - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995915 - Disclosure - Earnings Per Share - Schedule of Reconciliation of Numerator and Denominator Used in Calculation of Basic and Diluted Net Income Per Share (Details) link:presentationLink link:calculationLink link:definitionLink 995925 - Disclosure - Earnings Per Share - Schedule of Potentially Dilutive Common Stock Equivalents Excluded from Calculation of Diluted Weighted-average Shares Outstanding (Details) link:presentationLink link:calculationLink link:definitionLink 995935 - Disclosure - Income Taxes - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995945 - Disclosure - Segment and Geographic Information - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995955 - Disclosure - Segment and Geographic Information - Summary of Segment Revenue, Income (Loss) and Depreciation and Amortization (Details) link:presentationLink link:calculationLink link:definitionLink 995965 - Disclosure - Segment and Geographic Information - Summary of Reconciliation Between Segment (Loss) Income from Operations (Details) link:presentationLink link:calculationLink link:definitionLink 995975 - Disclosure - Segment and Geographic Information - Summary of Assets by Segment (Details) link:presentationLink link:calculationLink link:definitionLink 995985 - Disclosure - Segment and Geographic Information - Summary of Revenue by Geographical Region (Details) link:presentationLink link:calculationLink link:definitionLink Statement [Line Items]Statement [Line Items]Noncontrolling Interest, Change in Redemption ValueRedeemable noncontrolling interest , accretion to redemption valueSecurity Sold Short, Fair ValueInvestments soldAccounts receivableIncrease (Decrease) in Accounts ReceivablePayment of withholding taxes on net share settlements of restricted stock unitsShare-Based Payment Arrangement, Decrease for Tax Withholding ObligationEntity Address, Postal Zip CodeEntity Address, Postal Zip CodePerformance obligation unsatisfiedRevenue, Remaining Performance Obligation, AmountIncrease in borrowing capacity equal to percentage of four quarter EBDITA.Increase In Borrowing Capacity Equal To Percentage Of Four Quarter EBDITAIncrease in borrowing capacity equal to percentage of four quarter EBDITAFair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Table]Fair Value, Recurring and Nonrecurring [Table]State of incorporationEntity Incorporation, State or Country CodeEntity Incorporation, State or Country CodeTotal revenueRevenueRevenues [Abstract]Interest Paid, Excluding Capitalized Interest, Operating ActivitiesCash paid for interestWholesale [Member]Wholesale [Member]Wholesale2028Finite-Lived Intangible Asset, Expected Amortization, Year FourIncome Tax Authority, NameIncome Tax Authority, Name [Domain]Payment of tax distribution to redeemable noncontrolling interest holders.Payment of Tax Distribution to Redeemable Noncontrolling Interest HoldersPayment of tax distribution to redeemable noncontrolling interest holdersPayment of tax distributions to redeemable noncontrolling interest holdersOther non-cash (income) expense, netOther Noncash Income (Expense)Other Noncash Income (Expense), TotalFair Value Hierarchy and NAVFair Value Hierarchy and NAV [Axis]Non-controlling interest associated with the initial acquisitionBusiness Acquisition, Percentage of Voting Interests AcquiredSignificant Other Observable Inputs (Level 2 Inputs)Fair Value, Inputs, Level 2 [Member]Share Based Compensation Arrangement By Share Based Payment Award [Line Items]Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items]Non-cash impairment chargePartial Non Cash Impairment Charge After Adjustments For Other Long-lived Asset ImpairmentsPartial non cash impairment charge after adjustments for other long-lived asset impairments.Open tax yearOpen Tax YearCapitalized website development and internal-use software costs excluded from stock-based compensation expenseShare-Based Payment Arrangement, Amount CapitalizedCapitalized stock-based compensation expense in website development and internal-use software costs and hosting arrangementsCommitments and ContingenciesCommitments and Contingencies Disclosure [Text Block]Issuance of common stock upon vesting of restricted stock unitsStock Issued During Period, Value, Restricted Stock Award, Net of ForfeituresStock Issued During Period, Value, Restricted Stock Award, Net of Forfeitures, TotalProduct and ServiceProduct and Service [Axis]Deferred tax liabilitiesDeferred Income Tax Liabilities, NetDeferred Income Tax Liabilities, Net, TotalFinite-Lived Intangible Assets by Major Class [Axis]Dividend income from investmentInvestment Income, DividendDepreciation, Depletion and Amortization, TotalDepreciation and amortizationDepreciation, Depletion and AmortizationCollaborative Arrangement and Arrangement Other than Collaborative [Domain]Repurchase of common stock, SharesStock Repurchased During Period, SharesGoodwill [Table]Noncash Investing and Financing Items [Abstract]Supplemental noncash disclosure of cash flow information:Accounts receivable and other receivablesAccounts Receivable And Other Receivables [Member]Accounts Receivable and Other ReceivablesConcentration Risk BenchmarkConcentration Risk Benchmark [Axis]Depreciation and amortization excluding amortization of intangible assets, capitalized hosting arrangements and impairmentsDepreciation and Amortization Excluding Amortization of Intangible Assets, Capitalized Hosting Arrangements and impairmentsDepreciation and amortization excluding amortization of intangible assets, capitalized hosting arrangements and impairmentsRevenue RecognitionRevenue from Contract with Customer [Text Block]Unpaid withholding taxes on net share settlement of restricted stock unitsUnpaid Withholding Taxes On Net Share Settlement Of Restricted Stock UnitsUnpaid withholding taxes on net share settlement of restricted stock unitsReceivables offset by payments received In advance.Receivables Offset By Payments Received In AdvanceReceivables offset by payments received in advanceEntity Central Index KeyEntity Central Index KeyChanges in operating assets and liabilities:Increase (Decrease) in Operating Capital [Abstract]Equity Securities, FV-NI, Realized Gain (Loss), TotalEquity Securities, FV-NI, Realized Gain (Loss)Net gain (loss) recognized during the period on equity securitiesCommon stock, shares issuedCommon Stock, Shares, IssuedCommon Stock, Shares, Issued, TotalSchedule Of Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Table]Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table]Prepaid expenses, prepaid income taxes, and other assetsIncrease (Decrease) in Prepaid Expense and Other AssetsIncrease (Decrease) in Prepaid Expense and Other Assets, TotalSan Francisco and CambridgeSan Francisco and Cambridge [Member]San Francisco and Cambridge.Income Statement [Abstract]Entity Address, State or ProvinceEntity Address, State or Province(Loss) income before income taxesIncome (Loss) from Continuing Operations before Income Taxes, Noncontrolling InterestSchedule of InvestmentsInvestment [Table Text Block]Income Tax Examination [Line Items]Income Tax Examination [Line Items]Unrealized Gain (Loss) on Investments [Table Text Block]Summary of Unrealized Gain on Investments in Equity SecuritiesPurchases of short-term investmentsPurchases of short-term investmentsPayments to Acquire Short-Term InvestmentsConcentration Risk TypeConcentration Risk Type [Domain]Other accrued expenses, accrued income taxes, and other current liabilitiesOther Accrued Expenses Accrued Income Taxes and Other Current Liabilities 1Other accrued expenses accrued income taxes and other current liabilities 1.Revenue recognizedContract with Customer, Liability, Revenue RecognizedCar OfferCar Offer [Member]CarOffer.OtherGoodwill, Other Increase (Decrease)CustomerCustomer [Axis]Customer Concentration RiskCustomer Concentration Risk [Member]Class of share converted to another classConversion of Stock, Type of Stock ConvertedNet (loss) income per share attributable to common stockholders:Net Income (Loss) Per Share Attributable To Common Stockholders AbstractNet income (loss) per share attributable to common stockholders.2027Finite-Lived Intangible Asset, Expected Amortization, Year ThreeLine of Credit Facility, Expiration DateLine of credit facility maturity dateLiability Class [Axis]Payment of deferred financing costsPayments of Debt Issuance CostsAmortization of Debt Issuance CostsAmortization of deferred financing costsMaximum potential amount of future payments required to make under guaranteesGuarantor Obligations, Maximum Exposure, UndiscountedCover [Abstract]BasicEarnings Per Share, BasicEarnings Per Share, Basic, TotalOperating expenses:Operating Expenses [Abstract]Issuance of common stock upon for acquisition, SharesStock Issued During Period, Shares, AcquisitionsAcquisition of a 51% interest in CarOffer, LLCAcquisition Of Redeemable Noncontrolling InterestAcquisition of redeemable noncontrolling interest.Payment of finance lease obligationsFinance Lease, Principal PaymentsGoodwill and other long lived asset impairmentGoodwill and Other Long Lived Asset ImpairmentGoodwill and other long lived asset impairment.Deferred revenueContract with Customer, Liability, CurrentSales and Marketing ExpenseSelling and Marketing Expense [Member]Summary Of Significant Accounting Policies [Table]Summary Of Significant Accounting Policies [Table]Summary of significant accounting policies.Lease obligationsIncrease Decrease In Lease ObligationsIncrease decrease in lease obligations.TotalTotalCost of goods and services sold depreciation amortization and impairment expense.Cost Of Goods And Services Sold Depreciation Amortization And Impairment ExpenseDepreciation and amortization expenseLong-Term Debt, TotalLong-Term DebtLong-term debt outstandingDigital wholesale and united states marketplace.Digital Wholesale And United States Marketplace[member]Digital Wholesale and U.S. MarketplaceShare repurchase program effective dateStock Repurchase Program Effective DateStock repurchase program effective date.Schedule of accrued liabilities and other current liabilities.Schedule Of Accrued Liabilities And Other Current Liabilities Table [Text Block]Schedule of Accrued Expenses, Accrued Income Taxes and Other Current LiabilitiesRedeemable noncontrolling interest accretion to redemption value.Redeemable Noncontrolling Interest Accretion to Redemption ValueAccretion of redeemable noncontrolling interest to redemption valueRetained earningsRetained Earnings (Accumulated Deficit)Retained Earnings (Accumulated Deficit), Ending BalanceRetained Earnings (Accumulated Deficit), Beginning BalanceRetained Earnings (Accumulated Deficit), TotalSegment Reporting [Abstract]Payment of withholding taxes on net share settlements of restricted stock unitsPayment of withholding taxes on net share settlements of restricted stock unitsPayment Of Withholding Taxes On Net Share Settlements Of Restricted Stock UnitsPayment of withholding taxes on net share settlements of restricted stock units.Current assetsAssets, Current [Abstract]United

StatesUNITED STATESDilutive effect of share equivalents resulting from unvested restricted stock unitsIncremental Common Shares Attributable to Dilutive Effect of Equity Unit Purchase AgreementsInvestment Type [Axis]Other (Note 6)Adjustments to Additional Paid in Capital, OtherAccumulated impairment losses of goodwillGoodwill, Impaired, Accumulated Impairment LossNet cash provided by operating activitiesNet Cash Provided by (Used in) Operating ActivitiesRevenue Commissioners, IrelandRevenue Commissioners, Ireland [Member]Option Indexed to Issuer's Equity [Axis]Other Interest and Dividend IncomeProduct and ServiceProduct and Service [Domain]Accumulated Other Comprehensive Income (Loss), Net of TaxAccumulated Other Comprehensive Income (Loss), Net of Tax, TotalAccumulated other comprehensive lossDebt Instrument [Line Items]Tax Period [Domain]TotalProperty, Plant and Equipment, Net, Ending BalanceProperty, Plant and Equipment, Net, Beginning BalanceProperty and equipment, netProperty and equipment, netProperty, Plant and Equipment, NetOperating ActivitiesNet Cash Provided by (Used in) Operating Activities [Abstract]Fair Value, Measurements, RecurringFair Value, Recurring [Member]Common stock, par valueCommon Stock, Par or Stated Value Per ShareStock Options OutstandingStatement of Cash Flows [Abstract]Antidilutive Securities, NameAntidilutive Securities, Name [Domain]Deferred tax impact on goodwillDeferred Tax Assets, Goodwill and Intangible AssetsAccumulated Other Comprehensive Income (Loss)Equity Components [Axis]Entity Address, Address Line OneEntity Address, Address Line OneEquity Securities, FV-NI, TotalEquity Securities, FV-NIInvestmentsCustomer OneCustomer One [Member]Customer one.Schedule of Reconciliation of Numerator and Denominator Used in Calculation of Basic and Diluted Net Income Per ShareSchedule of Earnings Per Share, Basic and Diluted [Table Text Block]Property Plant And Equipment [Line Items]Property, Plant and Equipment [Line Items]Other Directors and OfficersOther Directors and Officers [Member]Other directors and officers.Pillar two legislationPillar Two Legislation [Member]Pillar Two LegislationRight-of-use assets impairmentRight of Use Asset ImpairmentRight-of-use asset impairment.Subsequent Event Type [Axis]Other income (expense), netNonoperating Income (Expense)Total other income, netTotal other income, netSchedule of Potentially Dilutive Common Stock Equivalents Excluded from Calculation of Diluted Weighted-average Shares OutstandingSchedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block]Line of Credit Facility, Maximum Borrowing CapacityLine of credit facility maximum borrowing amountInternationalNon-US [Member]Closed tax yearClosed Tax YearClosed tax year.Disposal of the data center assetDisposal Of The Data Center Asset [Member]Disposal Of The Data Center Asset [Member]2026Finite-Lived Intangible Asset, Expected Amortization, Year TwoAmendment FlagAmendment FlagDecrease in lease liabilityIncrease (Decrease) in Operating Lease LiabilityDecrease in lease liabilityOperating lease liabilitiesOperating Lease, Liability, NoncurrentDomestic Tax AuthorityDomestic Tax Jurisdiction [Member]Additional Paid in Capital, Common Stock, Ending BalanceAdditional Paid in Capital, Common Stock, Beginning BalanceAdditional paid-in capitalAdditional Paid in Capital, Common StockSummary of Reconciliation Between Segment (Loss) Income from OperationsReconciliation of Operating Profit (Loss) from Segments to Consolidated [Table Text Block]Restructuring Plan [Domain]Market Based Performance Award RSUMarket Based Performance Award RSU [Member]Market based performance award RSU.Net lossNet income attributable to CarGurus, Inc.Net (loss) incomeIssuance of common stock upon exercise of stock options, SharesShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in PeriodProduct, Technology, and Development ExpenseResearch and Development Expense [Member]CustomerCustomer [Domain]1001 Boylston StreetBoston, Massachusetts at 1001 Boylston StBoston Massachusetts One Zero Zero One Boylston [Member]Boston, Massachusetts one zero zero one Boylston.Two Thousand Twenty Four Put Right Member.Two Thousand Twenty Four Put Right Member2024 Put RightEquity ComponentEquity Component [Domain]Statistical Measurement [Domain]55 Cambridge ParkwayFifty Five Cambridge Parkway [Member]Fifty five cambridge parkway.Significant Accounting PoliciesSignificant Accounting Policies Policy [Text Block]Significant accounting policies.General and administrativeGeneral and Administrative ExpenseGeneral and Administrative Expense, TotalAmortization of deferred contract costsCapitalized Contract Cost, AmortizationOther income, netOther Nonoperating Income (Expense)Other Nonoperating Income (Expense), TotalFurniture and FixturesFurniture and Fixtures [Member]Redeemable Noncontrolling Interest, Equity, Carrying Amount, TotalRedeemable noncontrolling interestRedeemable Noncontrolling Interest, Beginning balanceRedeemable Noncontrolling Interest, Ending balanceRedeemable Noncontrolling Interest, Equity, Carrying AmountValuation of redeemable noncontrolling interestDisaggregation of Revenue [Table]Consolidated net (loss) incomeConsolidated net (loss) incomeNet Income (Loss), Including Portion Attributable to Noncontrolling InterestPreferred stock, shares issuedPreferred Stock, Shares IssuedPreferred Stock, Shares Issued, TotalSchedule of Future Minimum Sublease Income PaymentsSchedule of Future Minimum Sublease Income Payments [Table Text Block]Schedule of future minimum sublease income payments.Cash paid for operating lease liabilitiesOperating Lease, PaymentsMutual Fund [Member]Mutual FundsProceeds from issuance of common stock upon exercise of stock optionsProceeds from Stock Options ExercisedProvision (recoveries) for doubtful accountsAccounts Receivable, Credit Loss Expense (Reversal)Payables and Accruals [Abstract]Restricted cashRestricted Cash, CurrentShort-Term Investments, TotalShort-Term InvestmentsShort-term investmentsPrepaid expenses, prepaid income taxes and other current assetsPrepaid Expense and Other Assets, CurrentDecrease in segment assetsDecrease in AssetsDecrease in assets.Restricted cashRestricted Cash, NoncurrentCollaborative Arrangement and Arrangement Other than Collaborative [Axis]Class of StockClass of Stock [Domain]Decrease in Accured Income TaxesDecrease In Accured Income TaxesDecrease In Accured Income Taxes,Summary of Other Intangible AssetsSchedule of Finite-Lived Intangible Assets [Table Text Block]Comprehensive (loss) income attributable to common stockholdersComprehensive Income (Loss), Net of Tax, Attributable to ParentCommon stock, shares outstandingBeginning balance, SharesEnding balance, SharesCommon Stock, Shares, OutstandingJason TrevisanJason Trevisan [Member]Jason Trevisan.Purchases of short-term investmentsPayments to Acquire InvestmentsPayments to Acquire Investments, TotalFinite-Lived Intangible Assets, Major Class Name [Domain]Subsequent Event ConsiderationsSubsequent Events, Policy [Policy Text Block]Dafna SarnoffDafna Sarnoff [Member]Dafna Sarnoff.Weighted Average Remaining Useful Life (years)Acquired Finite-Lived Intangible Assets, Weighted Average Useful LifePreferred stock, par valuePreferred Stock, Par or Stated Value Per ShareReceivable from sale of property and equipment.Receivable From Sale Of Property And EquipmentReceivable from sale of property and equipmentSales Revenue, NetRevenue Benchmark [Member]Antidilutive SecuritiesAntidilutive Securities [Axis]Cost of revenueCost of Goods and Services Sold [Abstract]Accrued expenses accrued income taxes and other current liabilitiesAccrued Expenses Accrued Income Taxes And Other Current Liabilities [Member]Accrued Expenses, Accrued Income Taxes and Other Current LiabilitiesFinite-Lived Intangible Assets [Line Items]Entity Interactive Data CurrentEntity Interactive Data CurrentProduct [Member]ProductCost of RevenueCost of Sales [Member]Accounting Standards UpdateAccounting Standards Update [Domain]Document Quarterly ReportDocument Quarterly ReportGoodwill [Line Items]Statement of Financial Position Location, Balance [Axis]Statistical Measurement [Axis]2029Finite-Lived Intangible Asset, Expected Amortization, Year FiveCost of Goods and Services Sold, TotalCost of revenueCost of Goods and Services SoldTotal Cost of revenueSales of short-term investmentsSales of Short-Term InvestmentsSales of short-term investments.Assets, Fair Value Disclosure, TotalTotalAssets, Fair Value DisclosureDisaggregation of Revenue [Table Text Block]Summary of Revenue from Contracts with Customers by Services and ProductsSelling and Marketing Expense, TotalSales and marketingSelling and Marketing ExpenseSummary of Future Minimum Lease PaymentsLessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block]Gross Carrying AmountFinite-Lived Intangible Assets, GrossFinite-Lived Intangible Assets, Gross, TotalForeignForeign Tax Jurisdiction [Member]Conversion of common stockStock Issued During Period, Value, Conversion of Convertible Securities, Net of AdjustmentsStock Issued During Period, Value, Conversion of Convertible Securities, Net of Adjustments, TotalRule 10b5-1 Trading ArrangementRule 10b5-1 Trading Arrangement [Member]Rule 10b5-1 trading arrangement.Income Statement LocationStatement of Income Location, Balance [Axis]Depreciation and Amortization Included in Cost of Revenue and Operating ExpensesDepreciation and Amortization Included in Cost of Revenue and Operating ExpensesDepreciation and AmortizationTotal assetsTotal assetsAssetsOrganization and Business DescriptionOrganization, Consolidation, Basis of Presentation, Business Description and Accounting Policies [Text Block]Tax Period [Axis]Schedule of Long-Term Debt Instruments [Table]Expected spend amount remaining for construction.Expected Spend Amount Remaining For ConstructionExpected spend amount remaining for constructionDocument And Entity Information [Table]Document and entity informationRecent Accounting Pronouncements AdoptedNew Accounting Pronouncements, Policy [Policy Text Block]Entity Address, City or TownEntity Address, City or TownAccumulated Other Comprehensive LossAOCI Attributable to Parent [Member]Segments [Axis]Javier ZamoraJavier Zamora [Member]Javier Zamora.Summary of Stock-based Compensation Expense by Award TypeShare-Based Payment Arrangement, Cost by Plan [Table Text Block]Call Option [Member]Call OptionNumerator:Net Income (Loss) Attributable to Parent [Abstract]Finance Lease Right-of-use AssetsFinance Lease Right Of Use Assets [Member]Finance lease right-of-use assets.Schedule Of Segment Reporting Information By Segment [Table]Schedule of Segment Reporting Information, by Segment [Table]Description of significant off-balance sheet riskConcentration Risk, Credit Risk, Financial Instruments, off-Balance-Sheet RiskStock-based Compensation and Common Stock Share RepurchasesShare-Based Payment Arrangement [Text Block]Construction in ProgressConstruction in Progress [Member]Addison Texas at 15601 Dallas ParkwayAddison Texas One Five Six Zero One Dallas Parkway[Member]Addison texas one five six zero one dallas parkway.Guarantee income.Guarantee IncomeGuarantee incomeFair Value Disclosures [Abstract]Accumulated ImpairmentFinite-Lived Intangible Assets, Accumulated ImpairmentFinite-lived intangible assets accumulated impairment.CarOffer Purchase AgreementCarOffer Purchase Agreement [Member]Car offer purchase agreement member.Equity Securities, FV-NI, Unrealized Gain (Loss), TotalEquity Securities, FV-NI, Unrealized Gain (Loss)Unrealized gains (losses) recognized during the period on equity securities held as of the end of the periodIssuance of common stock upon exercise of stock optionsStock Issued During Period, Value, Stock Options ExercisedLiabilities, Current [Abstract]Current liabilities:Lease Contractual Term [Axis]Net Accounts ReceivableAccounts ReceivableAccounts Receivable [Member]Tenant improvement allowance reimbursementsTenant Improvement Allowance ReimbursementsTenant improvement allowance reimbursements.Document TypeDocument TypeAccounting Standards UpdateAccounting Standards Update [Axis]Line of credit facility increased in maximum borrowing capacity.Line Of Credit Facility Increased in Maximum Borrowing CapacityLine of credit facility increased in maximum borrowing capacityNumber of shares repurchased and retiredStock Repurchased and Retired During Period, SharesTitle of 12(b) SecurityTitle of 12(b) SecurityCash and Cash Equivalents, at Carrying Value, Ending BalanceCash and Cash Equivalents, at Carrying Value, Beginning BalanceCash and Cash Equivalents, at Carrying Value, TotalCash and cash equivalentsCash and Cash Equivalents, at Carrying ValueStatement of Financial Position Location, Balance [Domain]Statement of Stockholders' Equity [Abstract]Document Fiscal Period FocusDocument Fiscal Period FocusUndistributed earnings ratio used to calculate allocation to class of stockUndistributed Earnings Ratio Used To Calculate Allocation To Class Of StockUndistributed earnings ratio used to calculate allocation to class of stock.Product, technology, and developmentResearch and Development ExpenseResearch and Development Expense, TotalSummary of Changes in Carrying Value of GoodwillSchedule of Goodwill [Table Text Block]Customer two.Customer Two [Member]Customer TwoSales of investmentsProceeds from Sale of InvestmentsProceeds from sale of investments.Asset ClassAsset Class [Domain]Property, Plant and Equipment, Gross, Ending BalanceProperty, Plant and Equipment, Gross, Beginning BalanceProperty, Plant and Equipment, Gross, TotalProperty and equipment, grossProperty, Plant and Equipment, GrossCapitalized ExpensePrinciples of ConsolidationConsolidation, Policy [Policy Text Block]Subsequent Event Type [Domain]CarOffer incentive units.Car Offer Incentive Units [Member]CO Incentive UnitsGoodwill impairment charge pre-tax impactGoodwill Impairment Charge Pre Tax ImpactGoodwill impairment charge pre-tax impact.Advance payments to customers, net of collectionsAdvance payments to customer, net of collections.Advance Payments to Customer, Net of CollectionsShare repurchase program expiration dateShare Repurchase Program, Expiration DateUnrealized Gain (Loss), Foreign Currency Transaction, before TaxCurrency loss (gain) on foreign denominated transactionsUnpaid excise tax on repurchases of shares.Unpaid Excise Tax On Repurchases Of SharesUnpaid excise tax on repurchases of common stockPayments to Acquire Loans ReceivableLoan receivableLoan receivableImpairment of intangible assetImpairment of Intangible Assets, Indefinite-Lived (Excluding Goodwill)Schedule of Revenue from External Customers and Long-Lived Assets, by Geographical Areas [Table Text Block]Summary of Revenue by Geographical RegionInvesting ActivitiesNet Cash Provided by (Used in) Investing Activities [Abstract]Investments [Domain]Payments for Repurchase of Common StockRepurchases of common stockEarnings Per Share Basic [Line Items]Earnings Per Share, Basic, by Common Class, Including Two Class Method [Line Items]Total RevenueRevenue from Contract with Customer, Excluding Assessed Tax, TotalTotal RevenueStatement of Comprehensive Income [Abstract]Income TaxesIncome Tax Disclosure [Text Block]Number of major customersNumber Of Major CustomersNumber of major customers.Short-Term Debt, Type [Axis]Trade Accounts Receivable [Member]Trade Accounts ReceivableRepurchase of common stockStock Repurchased During Period, ValueCredit Facility [Domain]TotalFinite-Lived Intangible Assets, Net, Ending BalanceFinite-Lived Intangible Assets, Net, Beginning BalanceIntangible assets, netFinite-Lived Intangible Assets, NetDepreciation, Depletion and Amortization, Nonproduction, TotalDepreciation and amortizationDepreciation, Depletion and Amortization, NonproductionShort-Term Debt, Type [Domain]Increase (Decrease) in Accounts Payable, TotalAccounts payableIncrease (Decrease) in Accounts PayableEntity Address, Address Line TwoEntity Address, Address Line TwoLiabilities, redeemable noncontrolling interest and stockholders' equityLiabilities and Equity [Abstract]Share repurchased and retired, valueStock Repurchased and Retired During Period, ValueDocument Period End DateDocument Period End DateNet cash used in financing activitiesNet Cash Provided by (Used in) Financing ActivitiesNet cash provided by (used in) financing activitiesClass A Common StockCommon Class A [Member]Effective Income Tax Rate Reconciliation, Percent, TotalEffective income tax rateEffective Income Tax Rate Reconciliation, PercentAccounts Payable [Member]Accounts Payable [Member]Potentially dilutive common stock equivalents excluded from calculation of diluted weighted-average shares outstandingAntidilutive Securities Excluded from Computation of Earnings Per Share, AmountShare repurchased and retired at average cost price per shareShare Repurchased And Retired At Average Cost Price Per ShareShare repurchased and retired at average cost price per share.Line of credit facility decreased in maximum borrowing capacityLine Of Credit Facility Decreased In Maximum Borrowing CapacityLine of credit facility decreased in maximum borrowing capacity.Stock-based compensation expenseAPIC, Share-Based Payment Arrangement, Increase for Cost RecognitionAPIC, Share-based Payment Arrangement, Increase for Cost Recognition, TotalClass B Common StockCommon Class B [Member](Benefit from) provision for income taxesIncome tax provision (benefit)Income Tax Expense (Benefit)Income Tax Expense (Benefit), TotalCarOffer incentive units and subject units.Car Offer Incentive Units and Subject UnitsIncome Tax Authority, NameIncome Tax Authority, Name [Axis]Sell My Car - Instant Max Cash Offer.Sell My Car - Instant Max Cash Offer [Member]Sell My Car - Instant Max Cash OfferGain on sale of property and equipmentGain (Loss) on Disposition of Property Plant EquipmentGain (Loss) on Disposition of Property Plant Equipment, TotalTrading SymbolTrading SymbolTotal stockholders' equityBeginning balanceEnding balanceEquity, Attributable to ParentNet loss attributable to redeemable noncontrolling interestNet Income (Loss) Attributable to Redeemable Noncontrolling InterestNet Income (Loss) Attributable to Redeemable Noncontrolling Interest, TotalLess: Net income

(loss) attributable to redeemable noncontrolling interestDecreased transaction volume due to impairment testDecreased Transaction Volume Due To Impairment TestDecreased transaction volume due to impairment test.Write-offs or Impairments in capitalized website development costsCapitalized Computer Software, ImpairmentsWrote off intangible assetsImpairment of Intangible Assets, Finite-LivedLong-Lived Tangible AssetLong-Lived Tangible Asset [Axis]Other non-current liabilitiesOther Liabilities, NoncurrentTotalStock-Based CompensationShare-Based Payment Arrangement [Policy Text Block]Decreased transaction volumeDecreased Transaction VolumeDecreased transaction volume.Restricted Stock Units OutstandingRestricted Stock UnitsRestricted Stock Units (RSUs) [Member]Conversion of stockConversion of Stock, Shares IssuedSchedule Of Property Plant And Equipment [Table]Property, Plant and Equipment [Table]Balance as of December 31, 2023Balance as of June 30, 2023GoodwillGoodwill, TotalGoodwillOption Indexed to Issuer's Equity, Type [Domain]Non Rule 10b 51 Arr Modified FlagNon Rule 10b 51 Arr Modified FlagEquity Securities, FV-NI, Gain (Loss), TotalEquity Securities, FV-NI, Gain (Loss)Less: Net gains recognized during the period on equity securities sold during the periodGain or loss investments in equity securitiesCapitalized equipment decreasedCapitalized Computer Software, Period Increase (Decrease)Capitalized Computer Software, Period Increase (Decrease), TotalSummary of Allocation of Stock-based Compensation ExpenseShare-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block]BrandBrand [Member]Brand.Deferred taxesDeferred Income Tax Expense (Benefit)Deferred Income Tax Expense (Benefit), TotalGeographicalGeographical [Axis]Redeemable Noncontrolling InterestRedeemable Noncontrolling Interest Policy [Text Block]Redeemable noncontrolling interest.Operating lease, decrease in right-of-use asset due to re-measurement from lease amendment.Operating Lease, Decrease in Right-Of-Use Asset Due to Re-Measurement From Lease AmendmentOperating lease, decrease in right-of-use asset due to re-measurement from lease amendmentArea of landArea of LandCapitalized EquipmentEquipment [Member]Use of EstimatesUse of Estimates, Policy [Policy Text Block]Concentration of credit risk, percentageConcentration Risk, PercentageSecurity Exchange NameSecurity Exchange NameFair Value by Liability Class [Domain]Business Acquisition, AcquireeBusiness Acquisition, Acquiree [Domain]Total operating expensesOperating ExpensesMaturities of short-term investmentsProceeds from Sale, Maturity and Collection of Short-Term InvestmentsProceeds from Sale, Maturity and Collection of Short-Term Investments, TotalUnbilled accounts receivableUnbilled Receivables, CurrentLong-Lived Tangible AssetLong-Lived Tangible Asset [Domain]Class of StockClass of Stock [Axis]Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment, Ending BalanceAccumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment, Beginning BalanceAccumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment, TotalLess accumulated depreciation and amortizationAccumulated Depreciation, Depletion and Amortization, Property, Plant, and EquipmentSoftware and Software Development Costs [Member]Capitalized Internal-Use SoftwareSubsequent EventSubsequent Event [Member]Maximum [Member]MaximumTotal liabilities, redeemable noncontrolling interest and stockholders' equityLiabilities and EquityOperating lease right-of-use assetsOperating Lease, Right-of-Use AssetSupplemental disclosure of cash flow information:Supplemental Cash Flow Information [Abstract]Number of days guarantee period.Number Of Days Guarantee PeriodNumber of days guarantee periodAdvertising CustomersAdvertising Customers [Member]Advertising customers.1001 Boylston Street and CambridgeOne Zero Zero One Boylston Street and Cambridge [Member]One zero zero one boylston street and cambridge.Earnings Per Share, Diluted, TotalDilutedEarnings Per Share, DilutedLeasehold ImprovementsLeasehold Improvements [Member]Total liabilitiesLiabilitiesNon-cash impairment charge allocated to the right-of-use assetsNon-cash Impairment Charge Allocated to the Right of Use AssetsNon-cash impairment charge allocated to the right-of-use assets.Right to votingCommon Stock, Voting RightsFair Value Hierarchy and NAVFair Value Hierarchy and NAV [Domain]Total current assetsAssets, CurrentNet Cash Provided by (Used in) Investing ActivitiesNet cash used in investing activitiesRight-of-use asset increase (decrease) obtained in exchange for operating lease liability.Right-of-Use Asset Increase (Decrease) Obtained in Exchange for Operating Lease LiabilityObtaining a right-of-use asset in exchange for an operating lease liabilityObtaining a right-of-use asset in exchange for an operating lease liabilityEntity Filer CategoryEntity Filer CategoryProperty, Plant and Equipment [Abstract]Change in gross advance payments received from third-party transaction processorChange In Gross Advance Payments Received From Third-party Payment ProcessorChange in gross advance payments received from third-party payment processor.Accrued expenses, accrued income taxes, and other liabilitiesIncrease Decrease In Accrued Liabilities Accrued Income Taxes And Other LiabilitiesIncrease (decrease) in accrued liabilities accrued income taxes and other liabilities.Net (loss) income attributable to common stockholders - dilutedNet Income (Loss) Available to Common Stockholders, DilutedNonoperating Income (Expense) [Abstract]Other income, net:Other Noncurrent Liabilities [Table Text Block]Schedule of Other Non-Current LiabilitiesCurrent Fiscal Year End DateCurrent Fiscal Year End DateFair 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]Stock based compensationStock-based compensation expenseShare-Based Payment Arrangement, Noncash ExpenseShare-based Payment Arrangement, Noncash Expense, TotalRevenue by Geographic Region:Segment Reporting Information, Revenue for Reportable Segment [Abstract]Foreign currency translation adjustmentGoodwill, Foreign Currency Translation Gain (Loss)Entity Registrant NameEntity Registrant NameSummary Of Significant Accounting Policies [Line Items]Summary Of Significant Accounting Policies [Line Items]Summary of significant accounting policies.Gross profitGross ProfitNumber of reportable segmentsNumber of Reportable SegmentsSchedule Of Share Based Compensation Arrangements By Share Based Payment Award [Table]Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table]Earnings Per ShareEarnings Per Share [Text Block]Entity Emerging Growth CompanyEntity Emerging Growth CompanyInvestment, Type [Extensible Enumeration]Money Market Funds [Member]Mutual fundsWeighted-average number of shares of common stock used in computing net (loss) income per share attributable to common stockholders - basicBasicWeighted Average Number of Shares Outstanding, BasicWeighted Average Number of Shares Outstanding, Basic, TotalOtherOther Operating Segment [Member]Accrued tax distributions to redeemable noncontrolling interest holders.Accrued Tax Distributions To Redeemable Noncontrolling Interest HoldersAccrued tax distributions to redeemable noncontrolling interest holdersSchedule Of Earnings Per Share Basic By Common Class [Table]Earnings Per Share, Basic, by Common Class, Including Two-Class Method [Table]Common stock, shares authorizedCommon Stock, Shares AuthorizedPayment of withholding taxes on net share settlements of restricted stock units, SharesEmployee tax withholding requirements and option costs due to net share settlementShare-Based Payment Arrangement, Shares Withheld for Tax Withholding ObligationDecrease in accrued bonus.Decrease In Accrued BonusDecrease in accrued bonusConcentration Risk TypeConcentration Risk Type [Axis]Deferred tax change resulting from the goodwill impairmentDeferred Tax Change Resulting from the Goodwill ImpairmentDeferred tax change resulting from the goodwill impairment.Quoted Prices in Active Markets for Identical Assets (Level 1 Inputs)Fair Value, Inputs, Level 1 [Member]Debt Disclosure [Abstract]Company's product offerings.Company's Product OfferingsCompany's product offeringsAmortization of intangible assetsAmortization of Intangible AssetsRight-of-use assetsPartial non cash impairment chargePartial Non Cash Impairment ChargePartial non cash impairment charge.Earnings Per ShareEarnings Per Share, Policy [Policy Text Block]General and Administrative Expense [Member]General and Administrative ExpensePercentage of decreased transaction volumePercentage Of Decreased Transaction Volume Due To Impairment TestPercentage of decreased transaction volume due to impairment test.Commitments And Contingencies [Line Items]Commitments And Contingencies [Line Items]Commitments and contingencies.Share-Based Payment Arrangement [Abstract]Equity Securities, FV-NI, CurrentShort-term investmentsGoodwill and other long-lived asset impairmentImpairment of goodwillImpairment of goodwillGoodwill, Impairment LossIssuance of common stock upon for acquisitionStock Issued During Period, Value, AcquisitionsRestructuring Plan [Axis]Accounting Policies [Abstract]Long-Term Line of Credit, TotalLong-Term Line of CreditLetter of credit facilityIncome Tax Disclosure [Abstract]Stockholders' equity:Equity, Attributable to Parent [Abstract]Goodwill and other long-lived asset impairmentGoodwill and other long lived assets impairmentGoodwill and other long lived assets impairment.Dealer-to-Dealer.Dealer-to-Dealer [Member]Dealer-to-DealerProceeds from Sale of Oil and Gas Property and EquipmentProceeds from sale of property and equipmentEffect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations, TotalImpact of foreign currency on cash, cash equivalents, and restricted cashEffect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Including Disposal Group and Discontinued OperationsReceivable [Domain]Recent Accounting Pronouncements Not Yet Adopted Policy [Text Block]Recent accounting pronouncements not yet adopted.Recent Accounting Pronouncements Not Yet AdoptedDepreciation and AmortizationCost Of Goods And Services Sold And Depreciation and AmortizationCost of goods and services sold and depreciation and amortizationStatement [Table]Statement [Table]Schedule of Property and Equipment, NetProperty, Plant and Equipment [Table Text Block]Comprehensive loss attributable to redeemable noncontrolling interestsComprehensive income (loss) attributable to redeemable noncontrollin interestsComprehensive Income (Loss), Net of Tax, Attributable to Noncontrolling Interest, TotalComprehensive Income (Loss), Net of Tax, Attributable to Noncontrolling InterestTotalAccrued expenses, accrued income taxes and other current liabilitiesAccrued Liabilities Accrued Income Taxes And Other Liabilities CurrentAccrued liabilities accrued income taxes and other liabilities current.Preferred stock, shares authorizedPreferred Stock, Shares AuthorizedEntity File NumberSecurities Act File NumberSegment and Geographic InformationSegment Reporting Disclosure [Text Block]Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate EffectNet decrease in cash, cash equivalents, and restricted cashRevenue from Contract with Customer [Abstract]Net (loss) income per share attributable to common stockholders: (Note 11)Earnings Per Share [Abstract]Contract with Customer, Asset, after Allowance for Credit Loss, Current, TotalDeferred contract costsContract with Customer, Asset, after Allowance for Credit Loss, CurrentThereafterFinite-Lived Intangible Asset, Expected Amortization, after Year FiveContractual Obligation, Fiscal Year Maturity [Table Text Block]Summary of Contractual ObligationsLease Contractual Term [Domain]Statement of Financial Position [Abstract](Loss) income from operationsTotal segment (loss) income from operationsIncome (Loss) from OperationsOperating Income (Loss)Accrued bonusAccrued Bonuses, CurrentCommitments And Contingencies [Table]Commitments And Contingencies [Table]Commitments and contingencies.Letter of Credit [Member]Letter of Credit FacilityEntity Shell CompanyEntity Shell CompanyNet loss attributable to redeemable noncontrolling interestNet Income Loss Attributable To Redeemable Noncontrolling Interest Dilutive EffectNet income loss attributable to redeemable noncontrolling interest dilutive effect.Net income attributable to redeemable noncontrolling interestNet loss attributable to redeemable noncontrolling interestEntity Tax Identification NumberEntity Tax Identification NumberAssetsAssets [Abstract]Fair Value of Financial Instruments Including Cash, Cash Equivalents, and InvestmentsFair Value of Financial Instruments, Policy [Policy Text Block]Income Tax Examination [Table]Income Tax, Examination [Table]Entity Current Reporting StatusEntity Current Reporting StatusNet (loss) income attributable to common stockholders - basicNet Income (Loss) Available to Common Stockholders, BasicCapitalized Website DevelopmentSoftware Development [Member]Property and Equipment, NetProperty, Plant and Equipment Disclosure [Text Block]Subsequent Events [Abstract]Revenue from Contract with Customer [Policy Text Block]Revenue Recognition - Wholesale and Other Revenue and InventoryDeferred revenueIncrease (Decrease) in Contract with Customer, LiabilityGeographicalGeographical [Domain]Document Fiscal Year FocusDocument Fiscal Year FocusMatthew QuinnMatthew Quinn [Member]Matthew Quinn.Preferred Stock, Value, IssuedPreferred Stock, Value, Issued, Ending BalancePreferred Stock, Value, Issued, Beginning BalancePreferred Stock, Value, Issued, TotalPreferred stock, $0.001 par value per share; 10,000,000 shares authorized; no shares issued and outstandingCapital Expenditures Incurred but Not yet PaidUnpaid purchases of property and equipment and capitalized hosting arrangementsAccumulated AmortizationFinite-Lived Intangible Assets, Accumulated AmortizationReceivable Type [Axis]Cash, Cash Equivalents, Restricted Cash and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations, TotalCash, cash equivalents, and restricted cash at beginning of periodCash, cash equivalents, and restricted cash at end of periodCash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Including Disposal Group and Discontinued OperationsBusiness AcquisitionBusiness Acquisition [Axis]City Area CodeCity Area CodeLetters of Credit Outstanding, AmountLetters of credit outstandingTotal current liabilitiesLiabilities, CurrentLine of Credit Facility, Unused Capacity, Commitment Fee PercentageLine of credit facility unutilized commitment fee percentageDocument And Entity Information [Line Items]Document And Entity Information [Line Items]Document and entity information.Capitalization of website development costsPayments to Develop SoftwareInventoryInventory, Net, TotalInventory, NetStatutory tax rateEffective Income Tax Rate Reconciliation, at Federal Statutory Income Tax Rate, PercentConversion of common stock, shares issuedStock Issued During Period, Shares, Conversion of Convertible SecuritiesGoodwill and Other Intangible AssetsGoodwill and Intangible Assets, Policy [Policy Text Block]Organization, Consolidation and Presentation of Financial Statements [Abstract]Local Phone NumberLocal Phone NumberPreferred Stock, Shares Outstanding, Ending BalancePreferred Stock, Shares Outstanding, Beginning BalancePreferred stock, shares outstandingPreferred Stock, Shares OutstandingAntidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items]Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]Lease RemeasurementLease Remeasurement [Member]Lease remeasurement member.Summary of Assets by SegmentReconciliation of Assets from Segment to Consolidated [Table Text Block]Income Tax AuthorityIncome Tax Jurisdiction [Axis]Income TaxesIncome Tax, Policy [Policy Text Block]Commitments and Contingencies Disclosure [Abstract]Unpaid repurchases of common stockUnpaid Repurchases Of Common StockUnpaid repurchases of common stock.Debt Issuance Costs, Net, TotalDebt Issuance Costs, NetDeferred financing costsOperating lease liabilitiesOperating Lease, Liability, CurrentDeveloped TechnologyDeveloped Technology Rights [Member]Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of Tax, TotalForeign currency translation adjustmentOther Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of TaxIncome Tax AuthorityIncome Tax Jurisdiction [Domain]Goodwill and Other Long-Lived Asset ImpairmentGoodwill And Other Long-lived Asset Impairment [Text Block]Goodwill and other long-lived asset impairment.Retained EarningsRetained Earnings [Member]Prepaid Expenses and Other Current Assets [Member]Prepaid Expenses, Prepaid Income Taxes and Other Current AssetsPayments to Acquire Property, Plant, and Equipment, TotalPurchases of property and equipmentPayments to Acquire Property, Plant, and EquipmentMarket Based Performance AwardsMarket Based Performance Awards [Member]Market based performance awards.Digital WholesaleDigital Wholesale [Member]Digital wholesale member.Accrued Liabilities, Current [Abstract]Document Transition ReportDocument Transition ReportAggregate share repurchase priceShare Repurchase Program, Authorized, AmountSchedule Of Antidilutive Securities Excluded From Computation Of Earnings Per Share [Table]Antidilutive Security, Excluded EPS Calculation [Table]Cash, cash equivalents and investments.Cash, Cash Equivalents and Investments [Policy Text Block]Cash, Cash Equivalents, and InvestmentsConversion of stock, descriptionConversion of Stock, DescriptionTemporary Equity, Net IncomeRedeemable noncontrolling interest, net (loss) incomeConcentration of Credit RiskConcentration Risk, Credit Risk, Policy [Policy Text Block]Deferred Income Tax Assets, Net, TotalDeferred tax assetsDeferred Income Tax Assets, NetRemainder of 2024Finite-Lived Intangible Asset, Expected Amortization, Remainder of Fiscal YearMinimum [Member]MinimumUnrealized gain on

short-term investments Unrealized gain on short-term investments Unrealized Gain (Loss) on Investments Common Stock Common Stock [Member] Restricted Cash, Total Restricted cash Restricted Cash Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Line Items] Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Guarantees, description Guarantor Obligation Term Description Guarantor Obligation Term Description Number of votes entitled to stockholders per share Number Of Votes Entitled To Stockholders Per Share Number of votes entitled to stockholders per share. Operating Lease, Right-of-Use Asset, Periodic Reduction Decrease in right-of-use asset Additional Paid-in Capital Additional Paid-in Capital [Member] Adjustments to reconcile consolidated net (loss) income to net cash provided by operating activities: Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] Property, Plant and Equipment [Member] Property and Equipment, Net Other Comprehensive Income (Loss), Net of Tax [Abstract] Other comprehensive income: Impairment of other long-lived assets Partial non-cash impairment charge Other Asset Impairment Charges Income Statement Location Statement of Income Location, Balance [Domain] Deferred contract costs, net of current portion Contract with Customer, Asset, after Allowance for Credit Loss, Noncurrent Contract with Customer, Asset, after Allowance for Credit Loss, Noncurrent, Total Trade accounts receivable from receivables in transit, net of payables due, from the third-party payment processor Accounts Receivable, before Allowance for Credit Loss, Current Other non-current assets Other Assets, Noncurrent Other Assets, Noncurrent, Total Segments [Domain] Maturities of short-term investments Proceeds from Maturities, Prepayments and Calls of Short-Term Investments Remaining value of authorized shares repurchased Share Repurchase Program, Remaining Authorized, Amount Goodwill and Intangible Assets Disclosure [Abstract] Entity Common Stock, Shares Outstanding Entity Common Stock, Shares Outstanding Financial Instruments Disclosure [Text Block] Fair Value of Financial Instruments Disaggregation of Revenue [Line Items] Accounts receivable and loan receivables. Accounts Receivable and Loan Receivables [Member] Accounts Receivable and Loan Receivables Basis of Presentation Basis of Accounting, Policy [Policy Text Block] 2025 Finite-Lived Intangible Asset, Expected Amortization, Year One Rule 10b-51 Arr Modified Flag Rule 10b-51 Arr Modified Flag Customer Relationships Customer Relationships [Member] Increase in accrued repurchase of common stock. Increase in Accrued Repurchase of Common Stock Increase in accrued repurchase of common stock Common stock Common Stock, Value, Issued Common Stock, Value, Issued, Ending Balance Common Stock, Value, Issued, Beginning Balance Common Stock, Value, Issued, Total Interest income Investment Income, Interest Summary of Estimated Amortization Expense of Intangible Assets Schedule of Finite-Lived Intangible Assets, Future Amortization Expense [Table Text Block] Increase in accured income taxes Increase In Accured Income Taxes Increase in accured income taxes. Cash equivalents: Cash and Cash Equivalents, Fair Value Disclosure Schedule of Fair Value Levels, Assets Measured at Fair Value on Recurring Basis Fair Value, Assets Measured on Recurring Basis [Table Text Block] U.S. Marketplace United States Marketplace [Member] United states marketplace member. Measurement Frequency Measurement Frequency [Axis] Commitments and contingencies (Note 9) Commitments and Contingencies Property, Plant and Equipment, Gross, Period Increase (Decrease), Total Property, Plant and Equipment, Gross, Period Increase (Decrease) Increase (decrease) in property and equipment Cash paid for income taxes Income Taxes Paid Schedule of Acquired Finite-Lived Intangible Asset by Major Class [Table] Weighted-average number of shares of common stock used in computing net (loss) income per share attributable to common stockholders - diluted Diluted Weighted Average Number of Shares Outstanding, Diluted Summary of Significant Accounting Policies Significant Accounting Policies [Text Block] Summary of Segment Revenue, Income (Loss) and Depreciation and Amortization Schedule of Segment Reporting Information, by Segment [Table Text Block] Accounts receivable, net of allowance for doubtful accounts of $616 and $610, respectively Accounts Receivable, after Allowance for Credit Loss, Current, Total Accounts Receivable, after Allowance for Credit Loss, Current Accounts receivable, net Noncontrolling Interest, Decrease from Redemptions or Purchase of Interests Distributions to redeemable noncontrolling interest holders Increase (Decrease) in Inventories, Total Increase (Decrease) in Inventories Inventory Weighted-average number of shares of common stock used in computing net (loss) income per share attributable to common stockholders: Denominator: Weighted Average Number of Shares Outstanding, Diluted [Abstract] Concentration Risk Benchmark Concentration Risk Benchmark [Domain] Consolidated comprehensive (loss) income Comprehensive Income (Loss), Net of Tax, Including Portion Attributable to Noncontrolling Interest Entity Small Business Entity Small Business Segment Reporting Information [Line Items] Segment Reporting Information [Line Items] Co incentive units subject units and noncontrolling interest. Co Incentive Units Subject Units and Noncontrolling Interest [Member] CO Incentive Units, Subject Units and noncontrolling interest Debt Disclosure [Text Block] Debt Increase in tenant improvement allowance Increase (Decrease) in Tenant Improvement Allowance Increase (decrease) in tenant improvement allowance. Deferred contract costs Increase (Decrease) in Contract with Customer, Asset Credit Facility [Axis] 2022 Revolver Sub-facility Revolving Credit Facility [Member] Revolving Credit Facility Issuance of common stock upon vesting of restricted stock units, Shares Stock Issued During Period, Shares, Restricted Stock Award, Net of Forfeitures Stock Issued During Period, Shares, Restricted Stock Award, Net of Forfeitures, Total Contract commitments Contractual Obligation, Total Net Cash Provided by (Used in) Financing Activities [Abstract] Financing Activities Internal Revenue Service (IRS) [Member] Internal Revenue Service Accrued Expenses, Accrued Income Taxes and Other Current Liabilities Schedule of Accrued Expenses, Accrued Income Taxes and Other Current Liabilities Accounts Payable, Accrued Liabilities, and Other Liabilities Disclosure, Current [Text Block] ASU 2019-12 Accounting Standards Update 2019-12 [Member] Incremental Common Shares Attributable to Share-based Payment Arrangements, Total Dilutive effect of share equivalents resulting from stock options Incremental Common Shares Attributable to Dilutive Effect of Share-Based Payment Arrangements Asset Class Asset Class [Axis] State and Local Jurisdiction [Member] Line of Credit Facility, Commitment Fee Percentage Line of credit facility commitment fee percentage Measurement Frequency Measurement Frequency [Domain] Marketplace [Member] Marketplace [Member] Marketplace Realized gain on short-term investments Gain on Sale of Investments Realized gain on short-term investments Significant Unobservable Inputs (Level 3 Inputs) Fair Value, Inputs, Level 3 [Member] Subsequent Events Subsequent Events [Text Block] Accounts payable Accounts Payable, Current Accounts Payable, Current, Total Accounts payable, net Tax distribution to redeemable noncontrolling interest holders. Tax Distribution to Redeemable Noncontrolling Interest Holders Tax distribution to redeemable noncontrolling interest holders Allowance for doubtful accounts Accounts Receivable, Allowance for Credit Loss, Current XML 18 R1.htm IDEA: XBRL DOCUMENT

Document and Entity Information - shares	6 Months Ended Jun. 30, 2024	Jul. 31, 2024
Document And Entity Information [Line Items]		
Document Type	10-Q	
Amendment Flag	false	
Document Period End Date	Jun. 30, 2024	
Document Fiscal Year Focus	2024	
Document Fiscal Period Focus	Q2	
Entity Registrant Name	CARGURUS, INC.	
Trading Symbol	CARG	
Entity Central Index Key	0001494259	
Current Fiscal Year End Date	--12-31	
Entity Filer Category	Large Accelerated Filer	
Entity Small Business	false	
Entity Emerging Growth Company	false	
Entity Shell Company	false	
Entity Current Reporting Status	Yes	
Entity File Number	001-38233	
Entity Tax Identification Number	04-3843478	
Entity Address, Address Line One	55 Cambridge Parkway	
Entity Address, Address Line Two	6th Floor	
Entity Address, City or Town	Cambridge	
Entity Address, State or Province	MA	
Entity Address, Postal Zip Code	02142	
City Area Code	617	
Local Phone Number	354-0068	
Entity Interactive Data Current	Yes	
Document Quarterly Report	true	
Document Transition Report	false	
Entity Incorporation, State or Country Code	DE	
Title of 12(b) Security	Class A Common Stock, par value $0.001 per share	
Security Exchange Name	NASDAQ	
Class A Common Stock		
Document And Entity Information [Line Items]		
Entity Common Stock, Shares Outstanding		87,369,707
Class B Common Stock		
Document And Entity Information [Line Items]		
Entity Common Stock, Shares Outstanding		15,999,173

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Unaudited Condensed Consolidated Balance Sheets - USD ($) $ in Thousands	Jun. 30, 2024	Dec. 31, 2023
Current assets		
Cash and cash equivalents	$ 216,169	$ 291,363
Short-term investments		20,724
Accounts receivable, net of allowance for doubtful accounts of $616 and $610, respectively	39,757	39,963
Inventory	459	331
Prepaid expenses, prepaid income taxes and other current assets	18,131	25,152
Deferred contract costs	11,614	11,095
Restricted cash	2,196	2,563
Total current assets	288,326	391,191
Property and equipment, net	130,023	83,370
Intangible assets, net	12,824	23,056
Goodwill	46,576	157,898
Operating lease right-of-use assets	137,133	169,682

Deferred tax assets	117,503	73,356
Deferred contract costs, net of current portion	13,242	12,998
Other non-current assets	7,704	7,376
Total assets	753,331	918,927
Current liabilities:		
Accounts payable	46,107	47,854
Accrued expenses, accrued income taxes and other current liabilities	33,924	33,718
Deferred revenue	21,785	21,322
Operating lease liabilities	10,225	12,284
Total current liabilities	112,041	115,178
Operating lease liabilities	183,732	182,106
Deferred tax liabilities	41	58
Other non-current liabilities	5,444	4,733
Total liabilities	301,258	302,075
Commitments and contingencies (Note 9)		
Stockholders' equity:		
Preferred stock, $0.001 par value per share; 10,000,000 shares authorized; no shares issued and outstanding		
Additional paid-in capital	146,946	263,498
Retained earnings	306,727	354,147
Accumulated other comprehensive loss	(1,703)	(901)
Total stockholders' equity	452,073	616,852
Total liabilities, redeemable noncontrolling interest and stockholders' equity	753,331	918,927
Class A Common Stock		
Stockholders' equity:		
Common stock	87	92
Class B Common Stock		
Stockholders' equity:		
Common stock	$ 16	$ 16

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Unaudited Condensed Consolidated Balance Sheets (Parenthetical) - USD ($) $ in Thousands	Jun. 30, 2024	Dec. 31, 2023
Allowance for doubtful accounts	$ 616	$ 610
Preferred stock, par value	$ 0.001	$ 0.001
Preferred stock, shares authorized	10,000,000	10,000,000
Preferred stock, shares issued	0	0
Preferred stock, shares outstanding	0	0
Class A Common Stock		
Common stock, par value	$ 0.001	$ 0.001
Common stock, shares authorized	500,000,000	500,000,000
Common stock, shares issued	87,005,403	92,175,243
Common stock, shares outstanding	87,005,403	92,175,243
Class B Common Stock		
Common stock, par value	$ 0.001	$ 0.001
Common stock, shares authorized	100,000,000	100,000,000
Common stock, shares issued	15,999,173	15,999,173
Common stock, shares outstanding	15,999,173	15,999,173

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Unaudited Condensed Consolidated Income Statements - USD ($) $ in Thousands		3 Months Ended		6 Months Ended	
		Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Revenue					
Total Revenue		$ 218,692	$ 239,737	$ 434,488	$ 471,700
Cost of revenue					
Total Cost of revenue	[1], [2]	36,248	75,596	77,083	152,579
Gross profit		182,444	164,141	357,405	319,121
Operating expenses:					
Sales and marketing		82,311	77,838	164,585	153,415
Product, technology, and development		36,580	37,391	72,125	73,998
General and administrative		27,429	27,267	55,495	52,186
Goodwill and other long lived asset impairment		127,475	0	127,475	0
Depreciation and amortization		2,233	3,907	5,025	7,725
Total operating expenses		276,028	146,403	424,705	287,324
(Loss) income from operations		(93,584)	17,738	(67,300)	31,797
Other income, net:					
Interest income		2,440	4,333	6,346	8,076
Other income, net		721	347	216	942
Total other income, net		3,161	4,680	6,562	9,018
(Loss) income before income taxes		(90,423)	22,418	(60,738)	40,815
(Benefit from) provision for income taxes		(21,702)	8,601	(13,318)	15,132
Consolidated net (loss) income		(68,721)	13,817	(47,420)	25,683
Net loss attributable to redeemable noncontrolling interest		0	(2,596)	0	(6,862)
Net (loss) income attributable to common stockholders - basic		$ (68,721)	$ 16,413	$ (47,420)	$ 32,545
Net (loss) income per share attributable to common stockholders: (Note 11)					
Basic		$ (0.66)	$ 0.14	$ (0.45)	$ 0.28
Diluted		$ (0.66)	$ 0.12	$ (0.45)	$ 0.22
Weighted-average number of shares of common stock used in computing net (loss) income per share attributable to common stockholders:					
Basic		103,827,661	113,438,057	105,501,236	114,392,961
Diluted		103,827,661	114,490,651	105,501,236	115,197,890
Marketplace					
Revenue					
Total Revenue		$ 195,167	$ 170,950	$ 382,386	$ 338,077
Cost of revenue					
Total Cost of revenue	[1], [2]	13,145	15,474	27,530	31,007
Wholesale					
Revenue					
Total Revenue		13,119	31,952	29,244	57,138
Cost of revenue					
Total Cost of revenue	[1], [2]	12,633	24,428	26,857	46,496
Product					
Revenue					
Total Revenue		10,406	36,835	22,858	76,485

Cost of revenue					
Total Cost of revenue	[1], [2] $ 10,470	$ 35,694	$ 22,696	$ 75,076	

[1] Includes depreciation and amortization expense for the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023 of $3,430, $7,760, $8,119, and $15,518, respectively.

[2] Includes impairment of other long-lived assets for the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023 of $180, $9, $180, and $184, respectively.

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Unaudited Condensed Consolidated Income Statements (Parenthetical) - USD ($) $ in Thousands	**3 Months Ended**		**6 Months Ended**	
	Jun. 30, 2024	**Jun. 30, 2023**	**Jun. 30, 2024**	**Jun. 30, 2023**
Income Statement [Abstract]				
Depreciation and amortization expense	$ 3,430	$ 7,760	$ 8,119	$ 15,518
Impairment of other long-lived assets	$ 180	$ 9	$ 180	$ 184

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Unaudited Condensed Consolidated Statements of Comprehensive Income - USD ($) $ in Thousands	**3 Months Ended**		**6 Months Ended**	
	Jun. 30, 2024	**Jun. 30, 2023**	**Jun. 30, 2024**	**Jun. 30, 2023**
Statement of Comprehensive Income [Abstract]				
Consolidated net (loss) income	$ (68,721)	$ 13,817	$ (47,420)	$ 25,683
Other comprehensive income:				
Foreign currency translation adjustment	(203)	(112)	(802)	303
Consolidated comprehensive (loss) income	(68,924)	13,705	(48,222)	25,986
Comprehensive loss attributable to redeemable noncontrolling interests		(2,596)		(6,862)
Comprehensive (loss) income attributable to common stockholders	$ (68,924)	$ 16,301	$ (48,222)	$ 32,848

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Unaudited Condensed Consolidated Statements of Redeemable Noncontrolling Interest and Stockholders' Equity - USD ($) $ in Thousands	**Total**	**Class A Common Stock**	**Class B Common Stock**	**Common Stock Class A Common Stock**	**Common Stock Class B Common Stock**	**Additional Paid-in Capital**	**Retained Earnings**	**Accumulated Other Comprehensive Loss**
Beginning balance at Dec. 31, 2022	$ 734,609			$ 102	$ 16	$ 413,092	$ 323,043	$ (1,644)
Beginning balance, Shares at Dec. 31, 2022				101,636,649	15,999,173			
Redeemable Noncontrolling Interest, Beginning balance at Dec. 31, 2022	36,749							
Net (loss) income	16,132						16,132	
Redeemable noncontrolling interest, net (loss) income	(4,266)							
Stock-based compensation expense	16,049					16,049		
Issuance of common stock upon exercise of stock options	19					19		
Issuance of common stock upon exercise of stock options, Shares				7,700				
Issuance of common stock upon vesting of restricted stock units, Shares				959,935				
Payment of withholding taxes on net share settlements of restricted stock units	(5,652)					(5,652)		
Payment of withholding taxes on net share settlements of restricted stock units, Shares				(335,448)				
Repurchase of common stock	(65,764)			$ (4)		(65,760)		
Repurchase of common stock, Shares				(3,989,861)				
Tax distribution to redeemable noncontrolling interest holders	(8)							
Foreign currency translation adjustment	415							415
Ending balance at Mar. 31, 2023	695,808			$ 98	$ 16	357,748	339,175	(1,229)
Ending balance, Shares at Mar. 31, 2023				98,278,975	15,999,173			
Redeemable Noncontrolling Interest, Ending balance at Mar. 31, 2023	32,475							
Beginning balance at Dec. 31, 2022	734,609			$ 102	$ 16	413,092	323,043	(1,644)
Beginning balance, Shares at Dec. 31, 2022				101,636,649	15,999,173			
Redeemable Noncontrolling Interest, Beginning balance at Dec. 31, 2022	36,749							
Foreign currency translation adjustment	303							
Ending balance at Jun. 30, 2023				$ 97	$ 16	346,494	355,588	(1,341)
Ending balance, Shares at Jun. 30, 2023				97,426,273	15,999,173			
Redeemable Noncontrolling Interest, Ending balance at Jun. 30, 2023	29,865							
Beginning balance at Mar. 31, 2023	695,808			$ 98	$ 16	357,748	339,175	(1,229)
Beginning balance, Shares at Mar. 31, 2023				98,278,975	15,999,173			
Redeemable Noncontrolling Interest, Beginning balance at Mar. 31, 2023	32,475							
Net (loss) income	16,413						16,413	
Redeemable noncontrolling interest, net (loss) income	(2,596)							
Stock-based compensation expense	15,895					15,895		
Issuance of common stock upon exercise of stock options	10					10		
Issuance of common stock upon exercise of stock options, Shares				1,480				
Issuance of common stock upon vesting of restricted stock units, Shares				697,879				
Payment of withholding taxes on net share settlements of restricted stock units	(5,196)					(5,196)		
Payment of withholding taxes on net share settlements of restricted stock units, Shares				(240,674)				
Repurchase of common stock	(21,964)			$ (1)		(21,963)		
Repurchase of common stock, Shares				(1,311,387)				
Tax distribution to redeemable noncontrolling interest holders	(14)							
Foreign currency translation adjustment	(112)							(112)
Ending balance at Jun. 30, 2023				$ 97	$ 16	346,494	355,588	(1,341)
Ending balance, Shares at Jun. 30, 2023				97,426,273	15,999,173			
Redeemable Noncontrolling Interest, Ending balance at Jun. 30, 2023	29,865							
Beginning balance at Dec. 31, 2023	616,852			$ 92	$ 16	263,498	354,147	(901)
Beginning balance, Shares at Dec. 31, 2023		92,175,243	15,999,173	92,175,243	15,999,173			

Redeemable Noncontrolling Interest, Beginning balance at Dec. 31, 2023	0							
Net (loss) income	21,301						21,301	
Stock-based compensation expense	17,649					17,649		
Issuance of common stock upon exercise of stock options	11					11		
Issuance of common stock upon exercise of stock options, Shares				36,455				
Issuance of common stock upon vesting of restricted stock units				$ 1		(1)		
Issuance of common stock upon vesting of restricted stock units, Shares				615,383				
Payment of withholding taxes on net share settlements of restricted stock units	(5,097)					(5,097)		
Payment of withholding taxes on net share settlements of restricted stock units, Shares				(213,042)				
Repurchase of common stock	(81,755)			$ (4)		(81,751)		
Repurchase of common stock, Shares				(3,538,194)				
Foreign currency translation adjustment	(599)							(599)
Ending balance at Mar. 31, 2024	568,362			$ 89	$ 16	194,309	375,448	(1,500)
Ending balance, Shares at Mar. 31, 2024				89,075,845	15,999,173			
Beginning balance at Dec. 31, 2023	616,852			$ 92	$ 16	263,498	354,147	(901)
Beginning balance, Shares at Dec. 31, 2023		92,175,243	15,999,173	92,175,243	15,999,173			
Redeemable Noncontrolling Interest, Beginning balance at Dec. 31, 2023	0							
Foreign currency translation adjustment	(802)							
Ending balance at Jun. 30, 2024	452,073			$ 87	$ 16	146,946	306,727	(1,703)
Ending balance, Shares at Jun. 30, 2024		87,005,403	15,999,173	87,005,403	15,999,173			
Beginning balance at Mar. 31, 2024	568,362			$ 89	$ 16	194,309	375,448	(1,500)
Beginning balance, Shares at Mar. 31, 2024				89,075,845	15,999,173			
Net (loss) income	(68,721)						(68,721)	
Stock-based compensation expense	17,198					17,198		
Issuance of common stock upon exercise of stock options	15					15		
Issuance of common stock upon exercise of stock options, Shares				54,382				
Issuance of common stock upon vesting of restricted stock units				$ 1		(1)		
Issuance of common stock upon vesting of restricted stock units, Shares				803,405				
Payment of withholding taxes on net share settlements of restricted stock units	(6,291)					(6,291)		
Payment of withholding taxes on net share settlements of restricted stock units, Shares				(273,422)				
Repurchase of common stock	(61,794)			$ (3)		(61,791)		
Repurchase of common stock, Shares				(2,654,807)				
Other (Note 6)	3,507					3,507		
Foreign currency translation adjustment	(203)							(203)
Ending balance at Jun. 30, 2024	$ 452,073			$ 87	$ 16	$ 146,946	$ 306,727	$ (1,703)
Ending balance, Shares at Jun. 30, 2024		87,005,403	15,999,173	87,005,403	15,999,173			

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Unaudited Condensed Consolidated Statements of Cash Flows - USD ($)	6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023
Operating Activities		
Consolidated net (loss) income	$ (47,420,000)	$ 25,683,000
Adjustments to reconcile consolidated net (loss) income to net cash provided by operating activities:		
Depreciation and amortization	13,144,000	23,243,000
Gain on sale of property and equipment		(460,000)
Currency loss (gain) on foreign denominated transactions	507,000	(136,000)
Other non-cash (income) expense, net	(816,000)	16,000
Deferred taxes	(44,164,000)	(16,411,000)
Provision (recoveries) for doubtful accounts	798,000	(171,000)
Stock-based compensation expense	31,159,000	29,507,000
Amortization of deferred financing costs	258,000	258,000
Amortization of deferred contract costs	6,633,000	5,603,000
Goodwill and other long-lived asset impairment	127,655,000	184,000
Changes in operating assets and liabilities:		
Accounts receivable	243,000	13,241,000
Inventory	(714,000)	4,740,000
Prepaid expenses, prepaid income taxes, and other assets	7,425,000	3,454,000
Deferred contract costs	(7,448,000)	(9,738,000)
Accounts payable	9,301,000	4,140,000
Accrued expenses, accrued income taxes, and other liabilities	(862,000)	(4,091,000)
Deferred revenue	476,000	9,016,000
Lease obligations	27,386,000	7,603,000
Net cash provided by operating activities	123,561,000	95,681,000
Investing Activities		
Purchases of property and equipment	(54,649,000)	(4,255,000)
Proceeds from sale of property and equipment		460,000
Capitalization of website development costs	(10,707,000)	(7,432,000)
Purchases of short-term investments	(494,000)	(95,506,000)
Sales of short-term investments	21,218,000	5,000,000
Advance payments to customers, net of collections	259,000	(2,601,000)
Net cash used in investing activities	(44,373,000)	(104,334,000)
Financing Activities		
Proceeds from issuance of common stock upon exercise of stock options	26,000	29,000
Payment of withholding taxes on net share settlements of restricted stock units	(11,405,000)	(6,894,000)
Repurchases of common stock	(142,479,000)	(91,458,000)
Payment of finance lease obligations	(37,000)	(34,000)
Payment of tax distributions to redeemable noncontrolling interest holders		(38,000)
Change in gross advance payments received from third-party transaction processor	(80,000)	(2,674,000)
Net cash used in financing activities	(153,975,000)	(101,069,000)
Impact of foreign currency on cash, cash equivalents, and restricted cash	(774,000)	211,000
Net decrease in cash, cash equivalents, and restricted cash	(75,561,000)	(109,511,000)
Cash, cash equivalents, and restricted cash at beginning of period	293,926,000	484,132,000
Cash, cash equivalents, and restricted cash at end of period	218,365,000	374,621,000
Supplemental disclosure of cash flow information:		
Cash paid for income taxes	25,904,000	36,303,000

Cash paid for operating lease liabilities	7,534,000	9,831,000
Cash paid for interest	309,000	279,000
Supplemental noncash disclosure of cash flow information:		
Unpaid purchases of property and equipment and capitalized hosting arrangements	7,704,000	4,509,000
Unpaid withholding taxes on net share settlement of restricted stock units	120,000	3,958,000
Unpaid excise tax on repurchases of common stock	2,654,000	559,000
Capitalized stock-based compensation expense in website development and internal-use software costs and hosting arrangements	3,688,000	2,437,000
Obtaining a right-of-use asset in exchange for an operating lease liability	$ (5,029,000)	$ 144,556,000

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Pay vs Performance Disclosure - USD ($) $ in Thousands	3 Months Ended			
	Jun. 30, 2024	Mar. 31, 2024	Jun. 30, 2023	Mar. 31, 2023
Pay vs Performance Disclosure				
Net Income (Loss)	$ (68,721)	$ 21,301	$ 16,413	$ 16,132

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Insider Trading Arrangements

	3 Months Ended Jun. 30, 2024 shares
Trading Arrangements, by Individual	
Material Terms of Trading Arrangement	

Rule 10b5-1 Plan Trading Arrangements

During the three months ended June 30, 2024, the following officer adopted a “Rule 10b5-1 trading arrangement” (as defined in Item 408 of Regulation S-K) that is intended to satisfy the affirmative defense of Rule 10b5-1(c) under the Exchange Act and our policies on insider trading:

Name & Title	Date Adopted	Aggregate Number of Shares of Class A Common Stock to be Purchased or Sold Pursuant to Trading Arrangement	Expiration Date[1]
Dafna Sarnoff, Chief Marketing Officer	May 17, 2024	71,623 shares to be sold[2]	May 1, 2025

[1] The Rule 10b5-1 trading arrangement permits transactions through and including the earlier to occur of (a) the completion of all sales or (b) the date listed in the table. The arrangement also provides for automatic expiration in the event of liquidation, dissolution, bankruptcy, insolvency, or death of the adopting person.

[2] The Rule 10b5-1 trading arrangement includes the sale of shares to be received upon future vesting of certain outstanding equity awards, net of any shares withheld by us to satisfy applicable taxes. The number of shares to be withheld, and thus the exact number of shares to be sold pursuant to such officer’s Rule 10b5-1 trading arrangement, can only be determined upon the occurrence of the future vesting events. For purposes of this disclosure, we have reported the gross number of shares to be received upon the future vesting of such equity awards, before subtracting any shares to be withheld by us to satisfy applicable taxes in connection with such future vesting events.

On December 15, 2023, Ms. Sarnoff adopted a “Rule 10b5-1 trading arrangement” that was intended to satisfy the affirmative defense of Rule 10b5-1(c) under the Exchange Act and our policies on insider trading, or the Sarnoff 2023 Plan. Pursuant to the Sarnoff 2023 Plan, up to 73,817 shares were to be sold and it had an expiration date of March 31, 2025. On May 17, 2024, Ms. Sarnoff terminated the Sarnoff 2023 Plan.

Other than those disclosed above, none of our directors or officers adopted, modified, or terminated a “Rule 10b5-1 trading arrangement” or “non-Rule 10b5-1 trading arrangement,” in each case as defined in Item 408 of Regulation S-K.

Dafna Sarnoff	
Trading Arrangements, by Individual	
Name	Dafna Sarnoff
Title	Chief Marketing Officer
Rule 10b5-1 Arrangement Adopted	true
Adoption Date	May 17, 2024
Expiration Date	May 1, 2025
Arrangement Duration	350 days
Aggregate Available	71,623
Other Directors and Officers	
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
Rule 10b 51 Arr Modified Flag	false
Non Rule 10b 51 Arr Modified Flag	false
Rule 10b5-1 Trading Arrangement | Dafna Sarnoff	
Trading Arrangements, by Individual	
Name	Ms. Sarnoff
Rule 10b5-1 Arrangement Adopted	true
Adoption Date	December 15, 2023
Expiration Date	March 31, 2025
Arrangement Duration	437 days
Aggregate Available	73,817

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Organization and Business Description

	6 Months Ended Jun. 30, 2024
Accounting Policies [Abstract]	
Organization and Business Description	

1. Organization and Business Description

CarGurus, Inc. (the "Company") is a multinational, online automotive platform for buying and selling vehicles that is building upon its industry-leading listings marketplace with both digital retail solutions and the CarOffer, LLC ("CarOffer") online wholesale platform. The CarGurus platform gives consumers the confidence to purchase and/or sell a vehicle either online or in-person, and it gives dealerships the power to accurately price, effectively market, instantly acquire, and quickly sell vehicles, all with a nationwide reach. The Company uses proprietary technology, search algorithms, and data analytics to bring trust, transparency, and competitive pricing to the automotive shopping experience.

The Company operates principally in the United States (the "U.S."). In the U.S. it also operates as independent brands the Autolist online marketplace and the CarOffer online wholesale platform. In addition to the U.S., the Company operates online marketplaces under the CarGurus brand in Canada and the United Kingdom (the "U.K."). In the U.K. it also operates as an independent brand the PistonHeads online marketplace.

The Company has subsidiaries in the U.S., Canada, Ireland, and the U.K. and it has two reportable segments, U.S. Marketplace and Digital Wholesale. See Note 13 of the Unaudited Condensed Consolidated Financial Statements (as defined below) for further segment reporting and geographic information.

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Summary of

	6 Months Ended

Significant Accounting Policies

Accounting Policies [Abstract]

Summary of Significant Accounting Policies

Jun. 30, 2024

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying interim condensed consolidated financial statements are unaudited (the “Unaudited Condensed Consolidated Financial Statements”). The Unaudited Condensed Consolidated Financial Statements and related disclosures have been prepared in conformity with accounting principles generally accepted in the U.S. (“GAAP”). Any reference in these notes to applicable guidance is meant to refer to GAAP as found in the Accounting Standards Codification (“ASC”) and Accounting Standards Update ("ASU") of the Financial Accounting Standards Board (“FASB”).

The Unaudited Condensed Consolidated Financial Statements have also been prepared pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (“SEC”). Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. The Unaudited Condensed Consolidated Financial Statements reflect all adjustments, consisting of only normal recurring adjustments, necessary for the fair presentation of the Company’s financial statements for interim periods. These interim period results are not necessarily indicative of the results to be expected for any other interim period or the full year.

The Unaudited Condensed Consolidated Financial Statements should be read in conjunction with the Company’s audited consolidated financial statements and the notes thereto included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed with the SEC on February 26, 2024 (the “Annual Report”).

While the Company disclosed unrealized gain on short-term investments and realized gain on short-term investments separately in the Unaudited Condensed Consolidated Statements of Cash Flows in the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2023, filed with the SEC on August 9, 2023, the accompanying Unaudited Condensed Consolidated Statements of Cash Flows for the quarter ended June 30, 2023 present unrealized gain on short-term investments and realized gain on short-term investments consolidated within other noncash expense, net to conform to the current year presentation.

While the Company disclosed unpaid excise tax on repurchases of common stock within unpaid repurchases of common stock in the Unaudited Condensed Consolidated Statements of Cash Flows in the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2023, filed with the SEC on August 9, 2023, the accompanying Unaudited Condensed Consolidated Statements of Cash Flows for the quarter ended June 30, 2023 present unpaid excise tax on repurchases of common stock separately from unpaid repurchases of common stock to conform to the current year presentation.

Principles of Consolidation

The Unaudited Condensed Consolidated Financial Statements include the accounts of the Company and its subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

Subsequent Event Considerations

The Company considers events or transactions that occur after the balance sheet date but prior to the issuance of the Unaudited Condensed Consolidated Financial Statements to provide additional evidence for certain estimates or to identify matters that require additional disclosure. The Company has evaluated all subsequent events and determined that there are no material recognized or unrecognized subsequent events requiring disclosure.

Use of Estimates

The preparation of the Unaudited Condensed Consolidated Financial Statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period.

Although the Company regularly assesses these estimates, actual results could differ materially from these estimates. The Company bases its estimates on historical experience and various other assumptions that it believes to be reasonable under the circumstances. Actual results may differ from management’s estimates if these results differ from historical experience, or other assumptions do not turn out to be substantially accurate, even if such assumptions are reasonable when made. Changes in estimates are recognized in the period in which they become known.

Critical estimates relied upon in preparing the Unaudited Condensed Consolidated Financial Statements include the determination of sales allowance and variable consideration in the Company’s revenue recognition, allowance for doubtful accounts, the impairment of long-lived assets, the capitalization of product, technology, and development costs for website development, internal-use software, and hosting arrangements, the valuation of acquired assets and liabilities, the valuation and recoverability of intangible assets and goodwill, the valuation of redeemable noncontrolling interest, the recoverability of the Company’s net deferred tax assets and related valuation allowance, the valuation of inventory, and the valuation of liability-classified compensation awards. Accordingly, the Company considers these to be its critical accounting estimates, and believes that of the Company’s significant accounting policies, these involve the greatest degree of judgment and complexity. For the three and six months ended June 30, 2024, there were no estimates related to the valuation of redeemable noncontrolling interest and the valuation of liability-classified compensation awards.

During the three months ended June 30, 2024, the Company identified a triggering event for goodwill and other long-lived assets impairment testing purposes at the CarOffer reporting unit due to recent organizational changes and declines in the volume of the number of vehicles processed from car dealers, consumers, and other marketplaces through the CarOffer website within the applicable period within the Digital Wholesale segment ("Transactions"), which resulted in revisions to the Company’s financial projections for the CarOffer reporting unit. The Company performed an updated fair value analysis of the CarOffer reporting unit, resulting in an excess of carrying value over fair value of the CarOffer reporting unit.

Due to the partial impairment of the CarOffer reporting unit goodwill, the remaining goodwill balance related to this reporting unit is still considered to be at risk for future impairments. If projected future operating results further decline, including as a result of economic conditions or operational challenges, the Company may need to record additional impairment charges to further reduce the goodwill at the CarOffer reporting unit, which could be material and negatively affect its operations.

For further discussion of impairments related to goodwill and other long-lived assets, refer to Note 6 of the Unaudited Condensed Consolidated Financial Statements.

Concentration of Credit Risk

The Company has no significant off-balance sheet risk, such as foreign exchange contracts, option contracts, or other foreign hedging arrangements. Financial instruments that potentially expose the Company to concentrations of credit risk consist primarily of cash, cash equivalents, short-term investments, trade accounts receivable, and other receivables.

The Company maintains its cash and cash equivalents principally with accredited financial institutions of high credit standing. Although the Company deposits its cash and cash equivalents with multiple financial institutions, its deposits with each such financial institution exceed governmental insured limits.

The Company routinely assesses the creditworthiness of its customers and does not require collateral. The Company generally has not experienced any material losses related to receivables from individual customers or groups of customers.

The Company had no material losses related to marketplace receivables as it was dispersed across a large number of customers. The Company had no material losses related to wholesale and product receivables as the third-party transaction processor does not release the title to the vehicle until successfully collecting funds from the buying dealer. Titling is handled by the Company's third-party transaction processor and titles are held in escrow until it collects funds from the buying dealer (i.e., title is legally transferred from the selling party to the buying party upon signing of bill of sale, but title is held in escrow by the third-party transaction processor until payment is received). Due to these factors, no additional credit risk beyond amounts provided for collection losses was believed by management to be probable in the Company’s accounts receivable and other receivables.

As of June 30, 2024 and December 31, 2023, no customer accounted for more than 10% of net accounts receivable and other receivables. All of accounts receivable was dispersed among more than 1,000 customers. Therefore, there is no significant credit risk with respect to accounts receivable because credit risk is dispersed due to the large number of customers.

For the three and six months ended June 30, 2024 and 2023, no customer accounted for more than 10% of total revenue.

The Company is exposed to credit losses primarily through its trade accounts receivable, which includes receivables in transit, net of payables due, from a third-party transaction processor. The third-party transaction processor collects customer payments on the Company's behalf and remits them to the Company. Customer payments received by the third-party transaction processor, but not remitted to the Company as of period end, are deemed to be receivables in transit, net of payables due. Additionally, the third-party transaction processor provides payments in advance for certain selling dealers. If the third-party transaction processor does not receive buying dealer payments associated with the transaction paid in advance, the Company would guarantee losses incurred by the third-party transaction processor and the balance would be deducted from future remittances to the Company. To date, losses associated with these guarantees have not been material.

The Company offsets trade accounts receivables in transit, net of payables due, from the third-party transaction processor with payments received in advance from the third-party transaction processor as it has the right of offset. At any point in time, the Company could have amounts due from the third-party transaction processor for funds the third-party transaction processor has collected from buying dealers and has not yet remitted to the Company (i.e., receivables in transit, net of payables due), as well as amounts paid by the third-party transaction processor to the Company in advance of collecting payments from buying dealers (i.e., payments received in advance). Therefore, as the Company has the right to offset, the Company can either have a net receivable balance due from the third-party transaction processor which is recognized within accounts receivable, net in the Unaudited Condensed Consolidated Balance Sheets, or the Company can have a net liability which is recognized within accrued expenses, accrued income taxes, and other current liabilities in the Unaudited Condensed Consolidated Balance Sheets if the advance payments exceed the receivable position from the third-party transaction processor as of the balance sheet date. The change in payments received in advance from the third-party transaction processor is presented as cash flows from financing activities in the Unaudited Condensed Consolidated Statements of Cash Flows.

As of June 30, 2024, trade accounts receivable from receivables in transit, net of payables due, from the third-party transaction processor was $1,139, offset by payments received in advance of $1,935, which resulted in a net payable of $796 recognized within accrued expenses, accrued income taxes, and other current liabilities in the Unaudited Condensed Consolidated Balance Sheets. As of December 31, 2023, trade accounts receivable from receivables in transit, net of payables due, from the third-party transaction processor was $2,868, offset by payments received in advance of $2,015, which resulted in a net receivable of $853 recognized within accounts receivable, net in the consolidated balance sheets.

As of June 30, 2024 and December 31, 2023, $11,120 and $9,581, respectively, was included in net accounts receivable, representing unbilled accounts receivable relating primarily to both advertising customers and dealers invoiced in the period subsequent to services rendered and revenue recognition adjustments for Company offered discounts given to dealers in accordance with ASC Topic 606, *Revenue from Contracts with Customers* ("ASC 606").

Significant Accounting Policies

The Unaudited Condensed Consolidated Financial Statements reflect the application of certain significant accounting policies as described below and elsewhere in these notes to the Unaudited Condensed Consolidated Financial Statements. As of June 30, 2024, there have been no material changes in the Company’s significant accounting policies, which are detailed in the Annual Report.

Recent Accounting Pronouncements Not Yet Adopted

From time to time, new accounting pronouncements are issued by the FASB or other standard setting bodies and adopted by the Company on or prior to the specified effective date. Unless otherwise discussed, the Company believes that the impact of recently issued standards that are not yet effective will not have a material impact on its financial position or results of operations upon adoption. As of June 30, 2024, there are no new accounting pronouncements that the Company is considering adopting, other than those described below.

In December 2023 the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures* ("ASU 2023-09"). ASU 2023-09 is intended to enhance the transparency and decision usefulness of income tax disclosures. ASU 2023-09 addresses investor requests for enhanced income tax information primarily through changes to the rate reconciliation and income taxes paid information. Early adoption is permitted. A public entity should apply ASU 2023-09 prospectively to all annual periods beginning after December 15, 2024. The Company is currently evaluating the impact of ASU 2023-09 on its future consolidated financial statements and related disclosures.

In November 2023 the FASB issued ASU 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures* ("ASU 2023-07"). ASU 2023-07 is intended to enhance disclosures for significant segment expenses for all public entities required to report segment information in accordance with ASC Topic 280, *Segment Reporting* ("ASC 280"). ASC 280 requires a public entity to report for each reportable segment a measure of segment profit or loss that its chief operating decision maker (“CODM”) uses to assess segment performance and to make decisions about resource allocations. ASU 2023-07 is intended to improve financial reporting by requiring disclosure of incremental segment information on an annual and interim basis for all public entities to enable investors to develop more useful financial analyses. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. A public

entity should apply ASU 2023-07 retrospectively to all prior periods presented in the consolidated financial statements. The Company is currently evaluating the impact of ASU 2023-07 on its future consolidated financial statements and related disclosures.

In October 2023 the FASB issued ASU 2023-06, *Disclosure Improvements – Codification Amendments in Response to the SEC's Disclosure Update and Simplification Initiative* ("ASU 2023-06"). ASU 2023-06 modifies the disclosure and presentation requirements for a variety of topics in the ASC. The Company is currently evaluating the impact of ASU 2023-06 on its future consolidated financial statements and related disclosures.

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Revenue Recognition

6 Months Ended
Jun. 30, 2024

Revenue from Contract with Customer [Abstract]

Revenue Recognition

3. Revenue Recognition

The following table summarizes revenue from contracts with customers by services and products for the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Marketplace	$ 195,167	$ 170,950	$ 382,386	$ 338,077
Dealer-to-Dealer	15,492	32,950	33,991	61,655
Sell My Car - Instant Max Cash Offer	8,033	35,837	18,111	71,968
Total	$ 218,692	$ 239,737	$ 434,488	$ 471,700

The Company provides disaggregation of revenue by services and products, by income statement presentation, by segment, and by geographic region.

Revenue by services and products is disaggregated by (i) marketplace services, (ii) Dealer-to-Dealer services and products, and (iii) Sell My Car - Instant Max Cash Offer ("IMCO") services and products as disclosed above.

Revenue by income statement presentation is disaggregated by (i) marketplace, (ii) wholesale, and (iii) product revenue sources as disclosed in the Unaudited Condensed Consolidated Income Statements. Marketplace services are included within marketplace revenue in the Unaudited Condensed Consolidated Income Statements. Dealer-to-Dealer and IMCO services and products are included within both wholesale revenue and product revenue in the Unaudited Condensed Consolidated Income Statements.

Revenue by segment is disaggregated by (i) U.S. Marketplace and (ii) Digital Wholesale segments as disclosed in Note 13 of the Unaudited Condensed Consolidated Financial Statements. Marketplace services are included in the U.S. Marketplace segment and in the Other category of segment reporting. Dealer-to-Dealer and IMCO services and products are included in the Digital Wholesale segment.

Revenue by geographic region is disaggregated by (i) U.S. and (ii) International regions as disclosed in Note 13 of the Unaudited Condensed Consolidated Financial Statements. Marketplace services are provided in the U.S. and International regions. Dealer-to-Dealer and IMCO services and products are provided in the U.S. region.

The Company believes these categories best depict how the nature, amount, timing, and uncertainty of revenue and cash flows are affected by economic factors.

ASC 606 requires that the Company disclose the aggregate amount of transaction price that is allocated to performance obligations that have not yet been satisfied as of the relevant quarter end.

For contracts with an original expected duration greater than one year, the aggregate amount of the transaction price allocated to the performance obligations that were unsatisfied as of June 30, 2024, was approximately $55.7 million, which the Company expects to recognize over the next twelve months.

For contracts with an original expected duration of one year or less, the Company has applied the practical expedient available under ASC 606 to not disclose the amount of transaction price allocated to unsatisfied performance obligations as of June 30, 2024. For performance obligations not satisfied as of June 30, 2024, and to which this expedient applies, the nature of the performance obligations, the variable consideration, and any consideration from contracts with customers not included in the transaction price is consistent with performance obligations satisfied as of June 30, 2024.

For the three months ended June 30, 2024 and 2023, revenue recognized from amounts included in deferred revenue at the beginning of the period was $21,432 and $20,808, respectively. For the six months ended June 30, 2024 and 2023, revenue recognized from amounts included in deferred revenue at the beginning of the period was $21,322 and $12,249, respectively.

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Fair Value of Financial Instruments

6 Months Ended
Jun. 30, 2024

Fair Value Disclosures [Abstract]

Fair Value of Financial Instruments

4. Fair Value of Financial Instruments

As of June 30, 2024 and December 31, 2023, assets measured at fair value on a recurring basis consist of the following:

	As of June 30, 2024			
	Quoted Prices in Active Markets for Identical Assets (Level 1 Inputs)	Significant Other Observable Inputs (Level 2 Inputs)	Significant Unobservable Inputs (Level 3 Inputs)	Total
Cash equivalents:				
Mutual funds	$ 96,449	$ —	$ —	$ 96,449
Total	$ 96,449	$ —	$ —	$ 96,449

	As of December 31, 2023			
	Quoted Prices in Active Markets for Identical Assets (Level 1 Inputs)	Significant Other Observable Inputs (Level 2 Inputs)	Significant Unobservable Inputs (Level 3 Inputs)	Total
Cash equivalents:				
Mutual funds	$ 73,449	$ —	$ —	$ 73,449
Short-term investments:				
Mutual funds	20,724	—	—	20,724
Total	$ 94,173	$ —	$ —	$ 94,173

For the three months ended June 30, 2024, there was no dividend income recognized within interest income in the Unaudited Condensed Consolidated Income Statements. For the three months ended June 30, 2023 and for the six months ended June 30, 2024 and 2023, dividend income recognized within interest income in the Unaudited Condensed Consolidated Income Statement was immaterial.

For the three months ended June 30, 2024, there was no unrealized and realized gain on short-term investments. For the three months ended June 30, 2023 and for the six months ended June 30, 2024 and 2023, unrealized and realized gain on short-term investments in equity securities was immaterial.

As of June 30, 2024, the Company did not have any short-term investments as all were sold during the six months ended June 30, 2024.

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Property and Equipment, Net

6 Months Ended
Jun. 30, 2024

Property, Plant and Equipment [Abstract]

Property and Equipment, Net

5. Property and Equipment, Net

As of June 30, 2024 and December 31, 2023, property and equipment, net consist of the following:

	As of June 30, 2024	As of December 31, 2023
Capitalized equipment	$ 865	$ 1,326
Capitalized internal-use software	16,282	12,279
Capitalized website development	70,477	57,158
Furniture and fixtures	6,265	8,149
Leasehold improvements	18,919	23,308
Construction in progress	79,334	39,835
Finance lease right-of-use assets	221	288
	192,363	142,343
Less accumulated depreciation and amortization	(62,340)	(58,973)
Total	$ 130,023	$ 83,370

For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, depreciation and amortization expense, excluding amortization of intangible assets, amortization of capitalized hosting arrangements, and impairments, was $4,906, $4,160, $10,505, and $8,202, respectively.

For the three and six months ended June 30, 2024, the Company impaired $180 of Digital Wholesale segment capitalized website development costs within wholesale cost of revenue in the Unaudited Condensed Consolidated Income Statements related to certain developed technology that the Company decided to cease investment.

For the three months ended June 30, 2023, the Company impaired $9 of U.S. Marketplace segment capitalized website development costs within marketplace cost of revenue in the Unaudited Condensed Consolidated Income Statements related to certain developed technology that the Company decided to cease investment. For the six months ended June 30, 2023, the Company impaired $184 of

Digital Wholesale and U.S. Marketplace capitalized website development costs within wholesale and marketplace cost of revenue, respectively, in the Unaudited Condensed Consolidated Income Statements related to certain developed technology that the Company decided to cease investment.

During the six months ended June 30, 2024, capitalized internal-use software costs increased $4,003 due primarily to continued net investment in the Company's software projects.

During the six months ended June 30, 2024, capitalized website development costs increased $13,319 due primarily to continued net investment in the Company's product offerings.

During the six months ended June 30, 2024, leasehold improvements costs decreased $4,389 due primarily to disposals of fully depreciated assets related to the expiration of the lease of office space at 2 Canal Park.

During the six months ended June 30, 2024, construction in progress costs increased $39,499 due to the buildout of the Company's future headquarters located at 1001 Boylston Street.

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Goodwill and Other Long-Lived Asset Impairment

6 Months Ended

Jun. 30, 2024

Goodwill and Intangible Assets Disclosure [Abstract]

Goodwill and Other Long-Lived Asset Impairment

6. Goodwill and Other Long-Lived Asset Impairment

Background

During the three months ended June 30, 2024, the Company identified a triggering event for goodwill and other long-lived assets impairment testing purposes at the CarOffer reporting unit due to recent organizational changes and Transaction volume declines, which resulted in revisions to the Company's financial projections for the CarOffer reporting unit. Prior to testing the goodwill and other long-lived assets included in the CarOffer reporting unit for impairment, the Company first evaluated current assets, inclusive of the cash and cash-equivalents, accounts receivable, inventory, prepaid expenses, and other current assets allocated to the CarOffer reporting unit, under applicable guidance and identified no impairment.

The Company then evaluated other long-lived assets included in the CarOffer reporting unit under ASC 360, *Property, Plant, and Equipment* ("ASC 360"). Other long-lived assets are tested for impairment at the asset group level, and the Company identified the asset group as the entire CarOffer reporting unit, which represents the lowest level for which identifiable cash flows are largely independent of the cash flows of other groups of assets and liabilities. As the CarOffer asset group did not pass the step one recoverability test on an undiscounted cash flow basis, the Company then compared the fair value of the asset group to its carrying value. To estimate the fair value of the asset group, the Company utilized an income-based valuation approach by means of a discounted cash flow method, based on market participant assumptions. The assumptions used to estimate the fair value using a discounted cash flow method included forecasted revenue and EBITDA, long term expectations for growth rates and operating profit margin, expected needs for annual capital expenditure and net working capital, and a market-participant discount rate derived via the capital asset pricing model. The excess of the carrying value of the asset group over the fair value was first allocated amongst the long-lived asset group (excluding goodwill), noting each individual long-lived asset within the group may not be impaired below its individual fair value.

As discussed below, the Company recognized impairments of CarOffer lease right-of-use assets of $4,731 and the CarOffer brand intangible asset of $7,538 to bring the long-lived assets' carrying value to fair value. All other long-lived assets' carrying value were at or below fair value. Subsequent to performing the impairment assessment of its long-lived assets, the Company then assessed goodwill included in the CarOffer reporting unit, resulting in an impairment charge of $115,206, inclusive of the deferred tax impact of $28,437 due to the goodwill being tax deductible. Refer below for further details of each impairment charge.

Right of Use Asset

In connection with the triggering event discussed above, the Company assessed the right-of-use assets associated with CarOffer's Addison, Texas lease for impairment.

As noted above, the carrying value of the CarOffer asset group was determined to not be recoverable. As such, the Company evaluated the fair value of the CarOffer asset group as of June 30, 2024, using a discounted cash flow method that incorporated market participant assumptions. The resulting impairment loss was then allocated to each of the long-lived assets in the asset group, including the CarOffer right-of-use assets. This fair value measurement is categorized as Level 3 within the fair value included hierarchy as there are significant unobservable inputs utilized in the valuation technique, including the selected market rental rates based upon similar office spaces, the discount rate, and other estimated replacement costs.

As of June 30, 2024, a non-cash impairment charge of $4,731 was allocated to the right-of-use assets in the CarOffer asset group, which was recognized within operating expenses in the Unaudited Condensed Consolidated Income Statements in the Digital Wholesale segment.

Other Intangible Assets

In connection with the triggering event discussed above, the Company recognized an impairment to its brand intangible assets included within the CarOffer asset group as of June 30, 2024 to reduce the carrying value of the brand intangible asset to its fair value. This fair value measurement is categorized as Level 3 within the fair value hierarchy as there are significant unobservable inputs utilized in the valuation technique. The Company estimated fair value using market participant assumptions and the relief from royalty method, with key inputs including forecasted revenue, royalty rate, discount rate, and the useful life.

As of June 30, 2024, a non-cash impairment charge of $7,538 was allocated to the brand intangible asset for the CarOffer asset group, which was recognized within operating expenses in the Unaudited Condensed Consolidated Income Statements in the Digital Wholesale segment.

As of June 30, 2024 and December 31, 2023, intangible assets consist of the following:

	As of June 30, 2024				
	Weighted Average Remaining Useful Life (years)	Gross Carrying Amount	Accumulated Amortization	Accumulated Impairment	Net Carrying Amount
Brand	6.6	$ 32,138	$ 11,776	$ 7,538	$ 12,824
Customer relationships	—	19,870	19,870	—	—
Developed technology	—	65,212	64,565	647	—
Total		$ 117,220	$ 96,211	$ 8,185	$ 12,824

	As of December 31, 2023				
	Weighted Average Remaining Useful Life (years)	Gross Carrying Amount	Accumulated Amortization	Accumulated Impairment	Net Carrying Amount
Brand	7.4	$ 32,193	$ 10,262	$ —	$ 21,931
Customer relationships	0.0	19,870	19,620	—	250
Developed technology	0.0	65,212	63,690	647	875
Total		$ 117,275	$ 93,572	$ 647	$ 23,056

For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, amortization of intangible assets was $757, $7,507, $2,639, and $15,041, respectively.

For the three and the six months ended June 30, 2024, the Company wrote off $7,538 of Digital Wholesale segment intangible assets within operating expenses in the Unaudited Condensed Consolidated Income Statements related to the impairment discussed above.

As of June 30, 2024, estimated amortization expense of intangible assets for future periods is as follows:

Year Ending December 31,	Amortization Expense
Remainder of 2024	$ 1,014
2025	2,028
2026	2,028
2027	2,028
2028	2,028
2029	1,439
Thereafter	2,259
Total	$ 12,824

Goodwill

The Company determined that there were no indicators of impairment for the U.S. Marketplace or U.K. Marketplace reporting units and therefore an interim impairment assessment was not performed at June 30, 2024.

In connection with the triggering event discussed above, the Company evaluated the CarOffer reporting unit goodwill for impairment as of June 30, 2024, by comparing its estimated fair value to its carrying value. The Company estimated the fair value of the CarOffer reporting unit using an income-based valuation approach by means of a discounted cash flow method. This fair value measurement is categorized as Level 3 within the fair value hierarchy as there are significant unobservable inputs utilized in the valuation technique. The assumptions used to estimate the fair value of the reporting unit included forecasted revenue and EBITDA, long term expectations for growth rates and operating profit margin, expected needs for annual capital expenditure and net working capital, and a market-participant discount rate derived via the capital asset pricing model.

As of June 30, 2024, the carrying value for the CarOffer reporting unit (after adjustments for other long-lived asset impairments discussed above) exceeded its fair value, resulting in a non-cash impairment charge of $86,769, which was recognized within operating expenses in the Unaudited Condensed Consolidated Income Statements in the Digital Wholesale segment. As the goodwill for the CarOffer reporting unit is tax deductible, the Company then calculated the deferred tax effect of the goodwill impairment charge using the simultaneous equation method. This resulted in additional goodwill impairment and deferred tax assets of $28,437, for a total goodwill impairment of $115,206 recognized within operating expenses in the Unaudited Condensed Consolidated Income Statements in the Digital Wholesale segment.

As of June 30, 2024, changes in the carrying value of goodwill are as follows:

	U.S. Marketplace	Digital Wholesale	Other	Total
Balance as of December 31, 2023	$ 12,477	$ 130,451	$ 14,970	$ 157,898
Impairment of goodwill	—	(115,206)	—	(115,206)
Other [1]	—	4,323	—	4,323

Foreign currency translation adjustment	—	—	(439)	(439)
Balance as of June 30, 2024	$ 12,477	$ 19,568	$ 14,531	$ 46,576

(1) During the three and six months ended June 30, 2024, the Company recognized an immaterial adjustment to goodwill and additional paid-in-capital, associated with the acquisitions of its equity interests in CarOffer, LLC.

As of June 30, 2024, the accumulated impairment losses of goodwill were $115,206. As of December 31, 2023, there were no accumulated impairment losses of goodwill.

Due to the partial impairment of the CarOffer reporting unit goodwill, the remaining goodwill balance related to this reporting unit is still considered to be at risk for future impairments. If projected future operating results further decline, including as a result of economic conditions or operational challenges, the Company may need to record additional impairment charges to further reduce the goodwill at the CarOffer reporting unit, which could be material and negatively affect its operations.

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Accrued Expenses, Accrued Income Taxes and Other Current Liabilities

6 Months Ended
Jun. 30, 2024

Payables and Accruals [Abstract]

Accrued Expenses, Accrued Income Taxes and Other Current Liabilities

7. Accrued Expenses, Accrued Income Taxes, and Other Current Liabilities

As of June 30, 2024 and December 31, 2023, accrued expenses, accrued income taxes, and other current liabilities consist of the following:

	As of June 30, 2024	As of December 31, 2023
Accrued bonus	$ 12,443	$ 15,247
Other accrued expenses, accrued income taxes, and other current liabilities	21,481	18,471
Total	$ 33,924	$ 33,718

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Debt

6 Months Ended
Jun. 30, 2024

Debt Disclosure [Abstract]

Debt

8. Debt

As of June 30, 2024 and December 31, 2023, the Company had no long-term debt outstanding.

Revolving Credit Facility

On September 26, 2022, the Company entered into a Credit Agreement (the "Credit Agreement") with PNC Bank, National Association, as administrative agent and collateral agent and an L/C Issuer (as defined in the Credit Agreement), and the other lenders, L/C Issuers, and parties thereto from time to time. The Credit Agreement consists of a revolving credit facility (the "2022 Revolver"), which allows the Company to borrow up to $400.0 million, $50.0 million of which may be comprised of a letter of credit sub-facility (the "2022 Revolver Sub-facility"). The borrowing capacity under the Credit Agreement may be increased in accordance with the terms and subject to the adjustments as set forth in the Credit Agreement. Specifically, the borrowing capacity may be increased by an amount up to the greater of $250.0 million or 100% of Four Quarter Consolidated EBITDA (as defined in the Credit Agreement) if certain criteria are met and subject to certain restrictions. Any such increase requires lender approval. Proceeds of any borrowings may be used for general corporate purposes. The 2022 Revolver is scheduled to mature on September 26, 2027.

The applicable interest rate is, at the Company's option, based on a number of different benchmark rates and applicable spreads, based on the ratio of the outstanding principal amount of the Company's secured indebtedness to the trailing four quarters of consolidated EBITDA (as determined under the Credit Agreement, the "Consolidated Secured Net Leverage Ratio"). The Credit Agreement also requires the Company to pay a commitment fee to the lenders with respect of the unutilized revolving commitments at a rate ranging from 0.125% to 0.175% per annum based on the Consolidated Secured Net Leverage Ratio, as determined on a quarterly basis.

The 2022 Revolver is secured by a first priority lien on substantially all tangible and intangible property of the Company, as well as any future guarantors, and pledges of the equity of certain wholly-owned subsidiaries, in each case subject to certain exceptions, limitations, and exclusions from the collateral. The Credit Agreement includes customary events of default and requires the Company to comply with customary affirmative and negative covenants, including a financial covenant requiring that the Company not exceed certain Consolidated Secured Net Leverage Ratio ranges at the end of each fiscal quarter. The Company was in compliance with all covenants as of June 30, 2024.

As of June 30, 2024, there were no borrowings and $9,407 in letters of credit outstanding under the 2022 Revolver associated with the Company's leases, which reduced the borrowing capacity under the 2022 Revolver to $390,593. As of December 31, 2023, there were no borrowings and $9,627 in letters of credit outstanding under the 2022 Revolver, which reduced the borrowing capacity under the 2022 Revolver to $390,373.

As of June 30, 2024 and December 31, 2023, deferred financing costs were $1,669 and $1,927, respectively.

For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, amortization expense associated with deferred financing costs was immaterial. For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, commitment fees under the 2022 Revolver were immaterial.

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Commitments and Contingencies

6 Months Ended
Jun. 30, 2024

Commitments and Contingencies Disclosure [Abstract]

Commitments and Contingencies

9. Commitments and Contingencies

Contractual Obligations and Commitments

As of June 30, 2024, all of the Company's property and equipment and hosting arrangements have been purchased with cash with the exception of unpaid amounts as disclosed in the Unaudited Condensed Consolidated Statements of Cash Flows.

In connection with the Company's operating lease agreement in Boston, Massachusetts for 225,428 square feet at 1001 Boylston Street (the "1001 Boylston Street Lease"), the Company expects to spend an additional $16,348 to complete its buildout, of which $11,498 has been committed and remains unspent as of June 30, 2024. These costs will be partially reimbursable under the tenant improvement allowance.

The Company is subject to a number of risks and uncertainties common to companies in its and similar industries and stages of development including, but not limited to, rapid technological changes, competition from substitute products and services from larger companies, management of international activities, protection of proprietary rights, patent litigation, and dependence on key individuals.

Leases

The Company's material lease obligations consist of various leases for office space in: Boston, Massachusetts; Cambridge, Massachusetts; Addison, Texas; and Dublin, Ireland.

As of June 30, 2024, there were no material changes in the Company's leases from those disclosed in the Annual Report, other than those described below.

Addison, Texas

During the three months ended June 30, 2024, the Company identified an impairment of right-of-use assets associated with its Addison, Texas lease. For further information, refer to Note 6 of the Unaudited Condensed Consolidated Financial Statements.

1001 Boylston

On April 12, 2024 and May 3, 2024, the Company entered into various change orders regarding the 1001 Boylston Street Lease and related buildout. The change orders modify the responsibilities outlined in the 1001 Boylston Street Lease, and reallocate the responsibility of certain buildout costs from the landlord to the Company. The costs related to this work are reimbursable by the landlord, effectively increasing the tenant improvement allowance from the 1001 Boylston Street Lease by $456. The Company accounted for these change orders as a remeasurement of the 1001 Boylston Street Lease, using an incremental borrowing rate as of the modification date, May 3, 2024. The lease remeasurement resulted in a decrease in the lease liability and right-of-use asset on the Unaudited Condensed Consolidated Balance Sheets of $1,493. There was not a material impact on the Unaudited Condensed Consolidated Income Statement or future minimum lease payments.

On March 19, 2024, the Company entered into a letter agreement regarding the 1001 Boylston Street Lease (the "2024 Letter Agreement"). The 2024 Letter Agreement memorializes the Substantial Completion Date, Commencement Date, Fixed Rent Commencement Date (as each term is defined in the 1001 Boylston Street Lease), and the rental credits and holdover compensation owed to the Company per the 1001 Boylston Street Lease. The 2024 Letter Agreement also modifies the parking privileges and payments, which commenced on June 1, 2024, and provides reimbursement from the landlord to the Company for additional unexpected costs incurred. The Company accounted for the 2024 Letter Agreement as a remeasurement of the 1001 Boylston Street Lease, using an incremental borrowing rate as of the modification date, March 19, 2024. The lease remeasurement resulted in a decrease in the lease liability and right-of-use asset on the Unaudited Condensed Consolidated Balance Sheets of $3,536. There was not a material impact on the Unaudited Condensed Consolidated Income Statement or future minimum lease payments.

Restricted Cash

As of June 30, 2024 and December 31, 2023, restricted cash was $2,196 and $2,563, respectively, and in each case primarily related to pass-through payments from customers related to the Company's Digital Wholesale business.

Legal Matters

From time to time, the Company may become involved in legal proceedings or be subject to claims arising in the ordinary course of its business. The Company recognizes a liability when it believes that it is both probable that a liability has been incurred and the amount of loss can be reasonably estimated. Judgment is required to determine both the probability of having incurred a liability and the estimated amount of the liability. The Company is not presently subject to any pending or threatened litigation that it believes, if determined adversely to the Company, individually or taken together, would reasonably be expected to have a material adverse effect on its business or financial results. However, litigation is inherently unpredictable and the future outcome of legal proceedings and other contingencies may be unexpected or differ from the Company's estimated liabilities, which could have a material adverse effect on the Company's future financial results.

Guarantees and Indemnification Obligations

In the ordinary course of business, the Company enters into agreements with its customers, partners, and service providers that include commercial provisions with respect to licensing, infringement, guarantees, indemnification, and other common provisions.

The Company provides certain guarantees to dealers through products such as its 45-Day Guarantee and OfferGuard service offerings on the CarOffer platform, which are accounted for under ASC Topic 460, *Guarantees*.

45-Day Guarantee is an arrangement through which a selling dealer lists a car on the CarOffer platform, and the Company provides an offer to purchase the vehicle listed at a specified price at any time over a 45-day period. This provides the seller with a put option, where they have the right, but not the obligation, to require the Company to purchase the vehicle during this window. OfferGuard is an arrangement through which a buying dealer purchases a car on the CarOffer platform, and the Company provides an offer to purchase the vehicle at a specified price between days 1 and 3, and days 42 and 45 if the dealer is not able to sell the vehicle after 42 days.

For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, income for guarantees purchased by dealers was $127, $546, $363, and $1,160, respectively. For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, the net gains or losses recognized within cost of revenue in the Unaudited Condensed Consolidated Income Statements resulting from dealers' exercise of guarantees was immaterial.

As of June 30, 2024, the maximum potential amount of future payments that the Company could be required to make under these guarantees was $4,945. Of the maximum potential amount of future payments, the losses that were probable were not material. As such, as of June 30, 2024, the Company had no material contingent loss liabilities.
As of December 31, 2023, the maximum potential amount of future payments that the Company could be required to make under these guarantees was $10,158. Of the maximum potential amount of future payments, the losses that were probable were not material. As such, as of December 31, 2023, the Company had no material contingent loss liabilities.

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Stock-based Compensation and Common Stock Share Repurchases

6 Months Ended

Jun. 30, 2024

Share-Based Payment Arrangement [Abstract]

Stock-based Compensation and Common Stock Share Repurchases

10. Stock-based Compensation and Common Stock Share Repurchases

Stock-based Compensation Expense

For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, stock-based compensation expense by award type and where the stock-based compensation expense was recognized in the Unaudited Condensed Consolidated Income Statements is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Options	$ 555	$ 590	$ 1,146	$ 1,204
Restricted Stock Units	15,002	14,012	30,233	28,375
CO Incentive Units and Subject Units	—	1,225	—	1,225
Total	$ 15,557	$ 15,827	$ 31,379	$ 30,804

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Cost of revenue	$ 60	$ 185	$ 291	$ 328
Sales and marketing expense	3,250	2,872	6,124	5,956
Product, technology, and development expense	6,024	6,034	12,001	12,323
General and administrative expense	6,223	6,736	12,963	12,197
Total	$ 15,557	$ 15,827	$ 31,379	$ 30,804

For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, stock-based compensation expense excluded $1,861, $1,292, $3,688, and $2,437, respectively, of capitalized website development costs, capitalized internal-use software costs, and capitalized hosting arrangements.

Common Stock Share Repurchases

On November 7, 2023, the Company announced that the Board of Directors authorized a share repurchase program (the "2024 Share Repurchase Program") pursuant to which the Company may, from time to time, purchase shares of its Class A common stock for an aggregate purchase price not to exceed $250.0 million. Share repurchases under the 2024 Share Repurchase Program may be made through a variety of methods, including but not limited to open market purchases, privately negotiated transactions, and transactions that may be effected pursuant to one or more plans under Rule 10b5-1 and/or Rule 10b-18 of the Securities Exchange Act of 1934, as amended. The 2024 Share Repurchase Program does not obligate the Company to repurchase any minimum dollar amount or number of shares. The 2024 Share Repurchase Program has an effective date of January 1, 2024, and an expiration date of December 31, 2024, and prior to its expiration may be modified, suspended, or discontinued by the Board of Directors at any time without prior notice. All repurchased shares of Class A common stock under the 2024 Share Repurchase Program will be retired. The Company has funded and expects to continue to fund any additional share repurchases under the 2024 Share Repurchase Program through cash on hand and cash generated from operations.

On December 8, 2022, the Company announced that the Board of Directors authorized a share repurchase program (the “2022 Share Repurchase Program”) pursuant to which the Company could, from time to time, purchase shares of its Class A common stock for an aggregate purchase price not to exceed $250.0 million. The 2022 Share Repurchase Program expired on December 31, 2023. The 2022 Share Repurchase Program did not obligate the Company to repurchase any minimum dollar amount or number of shares. All repurchased shares of Class A common stock under the 2022 Share Repurchase Program were retired. The Company funded share repurchases under the 2022 Share Repurchase Program through cash on hand and cash generated from operations.

During the three months ended June 30, 2024, the Company repurchased and retired 2,654,807 shares for $61,350, exclusive of commissions and excise tax, at an average cost of $23.11 per share, under the 2024 Share Repurchase Program. During the six months ended June 30, 2024, the Company repurchased and retired 6,193,001 shares for $142,417, exclusive of commissions and excise tax, at an average cost of $23.00 per share, under the 2024 Share Repurchase Program. As of June 30, 2024, the Company had remaining authorization to purchase up to $107,583 of the Company's Class A common stock under the 2024 Share Repurchase Program.

During the three months ended June 30, 2023, the Company repurchased and retired 1,311,387 shares for $21,968, exclusive of commissions and excise tax, at an average cost of $16.75 per share, under the 2022 Share Repurchase Program. During the six months ended June 30, 2023, the Company repurchased and retired 5,301,248 shares for $87,119, exclusive of commissions and excise tax, at an average cost of $16.43 per share, under the Share Repurchase Program.

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Earnings Per Share

6 Months Ended

Jun. 30, 2024

Earnings Per Share [Abstract]

Earnings Per Share

11. Earnings Per Share

The Company has two classes of common stock authorized: Class A common stock and Class B common stock. The rights of the holders of Class A and Class B common stock are identical, except with respect to voting and conversion. Each share of Class A common stock is entitled to one vote per share and each share of Class B common stock is entitled to ten votes per share. Each share of Class B common stock is convertible into one share of Class A common stock at the option of the holder at any time or automatically upon certain events described in the Company’s fourth amended and restated certificate of incorporation, including upon either the death or voluntary termination of the Company’s Executive Chair. The Company allocates undistributed earnings attributable to common stock between the common stock classes on a one-to-one basis when computing net income per share. As a result, basic and diluted net income per share of Class A common stock and per share of Class B common stock are equivalent.

During the three months ended June 30, 2024 and 2023 and the six months ended June 30, 2024 and 2023, no shares of Class B common stock were converted into Class A common stock.

Basic net income per share (“Basic EPS”) is computed by dividing consolidated net income adjusted for net loss attributable to redeemable noncontrolling interest and changes in the redemption value of redeemable noncontrolling interest, if applicable, by the weighted-average number of common shares outstanding during the reporting period. The Company computes the weighted-average number of common shares outstanding during the reporting period using the total number of shares of Class A common stock and Class B common stock outstanding as of the last day of the previous year plus the weighted-average of any additional shares issued and outstanding during the reporting period, less the weighted-average of any shares repurchased during the period.

Diluted net income per share (“Diluted EPS”) gives effect to all potentially dilutive securities. Diluted EPS is computed by dividing consolidated net income adjusted for net loss attributable to redeemable noncontrolling interest and changes in the redemption value of redeemable noncontrolling interest, if applicable and dilutive, by the weighted-average number of common shares outstanding during the reporting period using (i) the number of shares of common stock used in the Basic EPS calculation as indicated above, and (ii) if dilutive, the incremental weighted-average common stock that the Company would issue upon the exercise of stock options and the vesting of restricted stock units. The dilutive effect of these common stock equivalents is reflected in diluted earnings per share by application of the treasury stock method. For previous periods, the if-converted method was used to calculate the number of shares issuable upon exercise of the 2024 Put Right (as defined in Note 2 to the consolidated financial statements contained within the Annual Report), inclusive of CarOffer noncontrolling interest and CO Incentive and Subject Units (as each term is defined in Note 2 to the consolidated financial statements contained within the Annual Report), that would have been issuable as of the end of the reporting period assuming the end of the reporting period was also the end of the contingency period.

For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, a reconciliation of the numerator and denominator used in the calculation of basic and diluted net (loss) income per share is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Numerator:				
Consolidated net (loss) income	$ (68,721)	$ 13,817	$ (47,420)	$ 25,683
Net loss attributable to redeemable noncontrolling interest	—	(2,596)	—	(6,862)
Net (loss) income attributable to common stockholders — basic	$ (68,721)	$ 16,413	$ (47,420)	$ 32,545
Net loss attributable to redeemable noncontrolling interest	—	(2,596)	—	(6,862)
Net (loss) income attributable to common stockholders — diluted	$ (68,721)	$ 13,817	$ (47,420)	$ 25,683
Denominator:				
Weighted-average number of shares of common stock used in computing net (loss) income per share attributable to common stockholders — basic	103,827,661	113,438,057	105,501,236	114,392,961
Dilutive effect of share equivalents resulting from stock options	—	226,406	—	228,043
Dilutive effect of share equivalents resulting from unvested restricted stock units	—	826,188	—	576,886

Weighted-average number of shares of common stock used in computing net (loss) income per share attributable to common stockholders — diluted	103,827,661	114,490,651	105,501,236	115,197,890
Net (loss) income per share attributable to common stockholders:				
Basic	$ (0.66)	$ 0.14	$ (0.45)	$ 0.28
Diluted	$ (0.66)	$ 0.12	$ (0.45)	$ 0.22

For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, potentially dilutive common stock equivalents that have been excluded from the calculation of diluted weighted-average shares outstanding as their effect would have been anti-dilutive are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Stock options outstanding	713,205	558,080	537,981	559,054
Restricted stock units outstanding	6,567,748	2,291,538	1,025,342	2,749,365

For the three and six months ended June 30, 2024, there was no effect of potentially dilutive shares as the numerator was negative and there were no contingently issuable shares as a result of the acquisition of remaining minority equity interests in CarOffer. For the three and six months ended June 30, 2023, the number of issuable shares estimated upon exercise of the 2024 Put Right was zero.

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Income Taxes

6 Months Ended
Jun. 30, 2024

Income Tax Disclosure [Abstract]
Income Taxes

12. Income Taxes

During the three months ended June 30, 2024 and 2023, the Company recognized an income tax benefit of $21,702 and an income tax provision of $8,601, representing an effective tax rate of 24.0% and 34.4%, respectively. During the six months ended June 30, 2024 and 2023, the Company recognized an income tax benefit of $13,318 and income tax provision of $15,132, representing an effective tax rate of 21.9%, and 31.7%, respectively.

The effective tax rates for the three months ended June 30, 2024 and 2023 and the six months ended June 30, 2024 and 2023, was greater than the statutory tax rate of 21%, principally due to state and local income taxes, the Section 162(m) excess officer compensation limitation, and non-deductible meals and commuter fringe benefits, partially offset by federal and state research and development tax credits.

The Organisation for Economic Co-operation and Development introduced an international tax framework under Pillar Two, which includes a global minimum tax of 15%. Pillar Two legislation has been enacted or substantively enacted in certain jurisdictions where the Company operates. The Pillar Two legislation became effective for the Company's fiscal year beginning January 1, 2024. The Company performed an assessment of its potential exposure to Pillar Two income taxes based on the Company's most recent tax filings, country-by-country reporting, and financial statements for the constituent entities within the Company. Based on the assessment performed, the Company meets the Pillar Two transitional safe harbor effective tax rate relief as all jurisdictions in which the Company operates are above 15%. The Company does not expect any exposure to Pillar Two income taxes in any jurisdictions.

The Company and its subsidiaries are subject to various U.S. federal, state, and foreign income tax examinations. The Company is currently not subject to income tax examination for the tax years 2019 and prior as a result of applicable statute of limitations of the Internal Revenue Service and a majority of applicable state jurisdictions. The Company is currently not subject to examination in its foreign jurisdictions for the tax years 2018 and prior.

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Segment and Geographic Information

6 Months Ended
Jun. 30, 2024

Segment Reporting [Abstract]
Segment and Geographic Information

13. Segment and Geographic Information

The Company has two reportable segments, U.S. Marketplace and Digital Wholesale. Segment information is presented in the same manner as the Company's CODM reviews the Company's operating results in assessing performance and allocating resources. The CODM reviews segment revenue and segment operating income (loss) as a proxy for the performance of the Company's operations. The Company's Chief Executive Officer is the CODM on behalf of both reportable segments.

The U.S. Marketplace segment derives revenue from marketplace services from customers within the U.S. The Digital Wholesale segment derives revenue from Dealer-to-Dealer and IMCO services and products which are sold on the CarOffer platform. The Company also has two operating segments which are individually immaterial and therefore aggregated into the Other category to reconcile reportable segments to the Unaudited Condensed Consolidated Income Statements. The Other category derives revenue from marketplace services from customers outside of the U.S.

Revenue and costs discretely incurred by reportable segments, including depreciation and amortization, are included in the calculation of reportable segment income (loss) from operations. For the three and six months ended June 30, 2023, Digital Wholesale segment (loss) from operations also reflects certain IMCO marketing and lead generation fees allocated from the U.S. Marketplace segment. Asset information by reportable segment is not provided to the CODM as asset information is assessed and reviewed on a consolidated basis.

For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, segment revenue, segment income (loss) from operations, and segment depreciation and amortization are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Segment Revenue:				
U.S. Marketplace	$ 180,052	$ 158,443	$ 353,040	$ 314,064
Digital Wholesale	23,525	68,787	52,102	133,623
Other	15,115	12,507	29,346	24,013
Total	$ 218,692	$ 239,737	$ 434,488	$ 471,700

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Segment Income (Loss) from Operations:				
U.S. Marketplace	$ 42,043	$ 24,619	$ 76,260	$ 51,158
Digital Wholesale	(138,158)	(6,307)	(148,498)	(17,532)
Other	2,531	(574)	4,938	(1,829)
Total	$ (93,584)	$ 17,738	$ (67,300)	$ 31,797

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Segment Depreciation and Amortization:				
U.S. Marketplace	$ 1,987	$ 2,823	$ 4,984	$ 5,563
Digital Wholesale	3,436	8,701	7,717	17,394
Other	240	143	443	286
Total	$ 5,663	$ 11,667	$ 13,144	$ 23,243

For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, a reconciliation between total segment (loss) income from operations to consolidated (loss) income before income taxes is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Total segment (loss) income from operations	$ (93,584)	$ 17,738	$ (67,300)	$ 31,797
Total other income, net	3,161	4,680	6,562	9,018
Consolidated (loss) income before income taxes	$ (90,423)	$ 22,418	$ (60,738)	$ 40,815

As of June 30, 2024 and December 31, 2023, segment assets are as follows:

	As of June 30, 2024	As of December 31, 2023
Segment Assets:		
U.S. Marketplace	$ 575,121	$ 607,307
Digital Wholesale	137,445	258,458
Other	40,765	53,162
Total	$ 753,331	$ 918,927

Digital Wholesale segment assets decreased $121,013, primarily due to the goodwill and other long-lived asset impairment associated with the CarOffer reporting unit of $127,475, due to the recent organizational changes and Transaction volume declines, which resulted in revisions to the Company's financial projections for the CarOffer reporting unit. For further discussion of impairments related to right-of-use assets, intangible assets, and goodwill, refer to Note 6 of the Unaudited Condensed Consolidated Financial Statements.

For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, revenue by geographical region is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Revenue by Geographic Region:				

United States	$ 203,577	$ 227,230	$ 405,142	$ 447,687
International	15,115	12,507	29,346	24,013
Total	$ 218,692	$ 239,737	$ 434,488	$ 471,700

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Summary of Significant Accounting Policies (Policies)	6 Months Ended
	Jun. 30, 2024
Accounting Policies [Abstract]	
Basis of Presentation	
Principles of Consolidation	
Subsequent Event Considerations	
Use of Estimates	
Concentration of Credit Risk	
Significant Accounting Policies	
Recent Accounting Pronouncements Not Yet Adopted	

Basis of Presentation

The accompanying interim condensed consolidated financial statements are unaudited (the "Unaudited Condensed Consolidated Financial Statements"). The Unaudited Condensed Consolidated Financial Statements and related disclosures have been prepared in conformity with accounting principles generally accepted in the U.S. ("GAAP"). Any reference in these notes to applicable guidance is meant to refer to GAAP as found in the Accounting Standards Codification ("ASC") and Accounting Standards Update ("ASU") of the Financial Accounting Standards Board ("FASB").

The Unaudited Condensed Consolidated Financial Statements have also been prepared pursuant to the rules and regulations of the U.S. Securities and Exchange Commission ("SEC"). Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. The Unaudited Condensed Consolidated Financial Statements reflect all adjustments, consisting of only normal recurring adjustments, necessary for the fair presentation of the Company's financial statements for interim periods. These interim period results are not necessarily indicative of the results to be expected for any other interim period or the full year.

The Unaudited Condensed Consolidated Financial Statements should be read in conjunction with the Company's audited consolidated financial statements and the notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed with the SEC on February 26, 2024 (the "Annual Report").

While the Company disclosed unrealized gain on short-term investments and realized gain on short-term investments separately in the Unaudited Condensed Consolidated Statements of Cash Flows in the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2023, filed with the SEC on August 9, 2023, the accompanying Unaudited Condensed Consolidated Statements of Cash Flows for the quarter ended June 30, 2023 present unrealized gain on short-term investments and realized gain on short-term investments consolidated within other noncash expense, net to conform to the current year presentation.

While the Company disclosed unpaid excise tax on repurchases of common stock within unpaid repurchases of common stock in the Unaudited Condensed Consolidated Statements of Cash Flows in the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2023, filed with the SEC on August 9, 2023, the accompanying Unaudited Condensed Consolidated Statements of Cash Flows for the quarter ended June 30, 2023 present unpaid excise tax on repurchases of common stock separately from unpaid repurchases of common stock to conform to the current year presentation.

Principles of Consolidation

The Unaudited Condensed Consolidated Financial Statements include the accounts of the Company and its subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

Subsequent Event Considerations

The Company considers events or transactions that occur after the balance sheet date but prior to the issuance of the Unaudited Condensed Consolidated Financial Statements to provide additional evidence for certain estimates or to identify matters that require additional disclosure. The Company has evaluated all subsequent events and determined that there are no material recognized or unrecognized subsequent events requiring disclosure.

Use of Estimates

The preparation of the Unaudited Condensed Consolidated Financial Statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period.

Although the Company regularly assesses these estimates, actual results could differ materially from these estimates. The Company bases its estimates on historical experience and various other assumptions that it believes to be reasonable under the circumstances. Actual results may differ from management's estimates if these results differ from historical experience, or other assumptions do not turn out to be substantially accurate, even if such assumptions are reasonable when made. Changes in estimates are recognized in the period in which they become known.

Critical estimates relied upon in preparing the Unaudited Condensed Consolidated Financial Statements include the determination of sales allowance and variable consideration in the Company's revenue recognition, allowance for doubtful accounts, the impairment of long-lived assets, the capitalization of product, technology, and development costs for website development, internal-use software, and hosting arrangements, the valuation of acquired assets and liabilities, the valuation and recoverability of intangible assets and goodwill, the valuation of redeemable noncontrolling interest, the recoverability of the Company's net deferred tax assets and related valuation allowance, the valuation of inventory, and the valuation of liability-classified compensation awards. Accordingly, the Company considers these to be its critical accounting estimates, and believes that of the Company's significant accounting policies, these involve the greatest degree of judgment and complexity. For the three and six months ended June 30, 2024, there were no estimates related to the valuation of redeemable noncontrolling interest and the valuation of liability-classified compensation awards.

During the three months ended June 30, 2024, the Company identified a triggering event for goodwill and other long-lived assets impairment testing purposes at the CarOffer reporting unit due to recent organizational changes and declines in the volume of the number of vehicles processed from car dealers, consumers, and other marketplaces through the CarOffer website within the applicable period within the Digital Wholesale segment ("Transactions"), which resulted in revisions to the Company's financial projections for the CarOffer reporting unit. The Company performed an updated fair value analysis of the CarOffer reporting unit, resulting in an excess of carrying value over fair value of the CarOffer reporting unit.

Due to the partial impairment of the CarOffer reporting unit goodwill, the remaining goodwill balance related to this reporting unit is still considered to be at risk for future impairments. If projected future operating results further decline, including as a result of economic conditions or operational challenges, the Company may need to record additional impairment charges to further reduce the goodwill at the CarOffer reporting unit, which could be material and negatively affect its operations.

For further discussion of impairments related to goodwill and other long-lived assets, refer to Note 6 of the Unaudited Condensed Consolidated Financial Statements.

Concentration of Credit Risk

The Company has no significant off-balance sheet risk, such as foreign exchange contracts, option contracts, or other foreign hedging arrangements. Financial instruments that potentially expose the Company to concentrations of credit risk consist primarily of cash, cash equivalents, short-term investments, trade accounts receivable, and other receivables.

The Company maintains its cash and cash equivalents principally with accredited financial institutions of high credit standing. Although the Company deposits its cash and cash equivalents with multiple financial institutions, its deposits with each such financial institution exceed governmental insured limits.

The Company routinely assesses the creditworthiness of its customers and does not require collateral. The Company generally has not experienced any material losses related to receivables from individual customers or groups of customers.

The Company had no material losses related to marketplace receivables as it was dispersed across a large number of customers. The Company had no material losses related to wholesale and product receivables as the third-party transaction processor does not release the title to the vehicle until successfully collecting funds from the buying dealer. Titling is handled by the Company's third-party transaction processor and titles are held in escrow until it collects funds from the buying dealer (i.e., title is legally transferred from the selling party to the buying party upon signing of bill of sale, but title is held in escrow by the third-party transaction processor until payment is received). Due to these factors, no additional credit risk beyond amounts provided for collection losses was believed by management to be probable in the Company's accounts receivable and other receivables.

As of June 30, 2024 and December 31, 2023, no customer accounted for more than 10% of net accounts receivable and other receivables. All of accounts receivable was dispersed among more than 1,000 customers. Therefore, there is no significant credit risk with respect to accounts receivable because credit risk is dispersed due to the large number of customers.

For the three and six months ended June 30, 2024 and 2023, no customer accounted for more than 10% of total revenue.

The Company is exposed to credit losses primarily through its trade accounts receivable, which includes receivables in transit, net of payables due, from a third-party transaction processor. The third-party transaction processor collects customer payments on the Company's behalf and remits them to the Company. Customer payments received by the third-party transaction processor, but not remitted to the Company as of period end, are deemed to be receivables in transit, net of payables due. Additionally, the third-party transaction processor provides payments in advance for certain selling dealers. If the third-party transaction processor does not receive buying dealer payments associated with the transaction paid in advance, the Company would guarantee losses incurred by the third-party transaction processor and the balance would be deducted from future remittances to the Company. To date, losses associated with these guarantees have not been material.

The Company offsets trade accounts receivables in transit, net of payables due, from the third-party transaction processor with payments received in advance from the third-party transaction processor as it has the right of offset. At any point in time, the Company could have amounts due from the third-party transaction processor for funds the third-party transaction processor has collected from buying dealers and has not yet remitted to the Company (i.e., receivables in transit, net of payables due), as well as amounts paid by the third-party transaction processor to the Company in advance of collecting payments from buying dealers (i.e., payments received in advance). Therefore, as the Company has the right to offset, the Company can either have a net receivable balance due from the third-party transaction processor which is recognized within accounts receivable, net in the Unaudited Condensed Consolidated Balance Sheets, or the Company can have a net liability which is recognized within accrued expenses, accrued income taxes, and other current liabilities in the Unaudited Condensed Consolidated Balance Sheets if the advance payments exceed the receivable position from the third-party transaction processor as of the balance sheet date. The change in payments received in advance from the third-party transaction processor is presented as cash flows from financing activities in the Unaudited Condensed Consolidated Statements of Cash Flows.

As of June 30, 2024, trade accounts receivable from receivables in transit, net of payables due, from the third-party transaction processor was $1,139, offset by payments received in advance of $1,935, which resulted in a net payable of $796 recognized within accrued expenses, accrued income taxes, and other current liabilities in the Unaudited Condensed Consolidated Balance Sheets. As of December 31, 2023, trade accounts receivable from receivables in transit, net of payables due, from the third-party transaction processor was $2,868, offset by payments received in advance of $2,015, which resulted in a net receivable of $853 recognized within accounts receivable, net in the consolidated balance sheets.

As of June 30, 2024 and December 31, 2023, $11,120 and $9,581, respectively, was included in net accounts receivable, representing unbilled accounts receivable relating primarily to both advertising customers and dealers invoiced in the period subsequent to services rendered and revenue recognition adjustments for Company offered discounts given to dealers in accordance with ASC Topic 606, *Revenue from Contracts with Customers* ("ASC 606").

Significant Accounting Policies

The Unaudited Condensed Consolidated Financial Statements reflect the application of certain significant accounting policies as described below and elsewhere in these notes to the Unaudited Condensed Consolidated Financial Statements. As of June 30, 2024, there have been no material changes in the Company's significant accounting policies, which are detailed in the Annual Report.

Recent Accounting Pronouncements Not Yet Adopted

From time to time, new accounting pronouncements are issued by the FASB or other standard setting bodies and adopted by the Company on or prior to the specified effective date. Unless otherwise discussed, the Company believes that the impact of recently issued standards that are not yet effective will not have a material impact on its financial position or results of operations upon adoption. As of June 30, 2024, there are no new accounting pronouncements that the Company is considering adopting, other than those described below.

In December 2023 the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures* ("ASU 2023-09"). ASU 2023-09 is intended to enhance the transparency and decision usefulness of income tax disclosures. ASU 2023-09 addresses investor requests for enhanced income tax information primarily through changes to the rate reconciliation and income taxes paid

information. Early adoption is permitted. A public entity should apply ASU 2023-09 prospectively to all annual periods beginning after December 15, 2024. The Company is currently evaluating the impact of ASU 2023-09 on its future consolidated financial statements and related disclosures.

In November 2023 the FASB issued ASU 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures* ("ASU 2023-07"). ASU 2023-07 is intended to enhance disclosures for significant segment expenses for all public entities required to report segment information in accordance with ASC Topic 280, *Segment Reporting* ("ASC 280"). ASC 280 requires a public entity to report for each reportable segment a measure of segment profit or loss that its chief operating decision maker ("CODM") uses to assess segment performance and to make decisions about resource allocations. ASU 2023-07 is intended to improve financial reporting by requiring disclosure of incremental segment information on an annual and interim basis for all public entities to enable investors to develop more useful financial analyses. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. A public entity should apply ASU 2023-07 retrospectively to all prior periods presented in the consolidated financial statements. The Company is currently evaluating the impact of ASU 2023-07 on its future consolidated financial statements and related disclosures.

In October 2023 the FASB issued ASU 2023-06, *Disclosure Improvements – Codification Amendments in Response to the SEC's Disclosure Update and Simplification Initiative* ("ASU 2023-06"). ASU 2023-06 modifies the disclosure and presentation requirements for a variety of topics in the ASC. The Company is currently evaluating the impact of ASU 2023-06 on its future consolidated financial statements and related disclosures.

Earnings Per Share

The Company has two classes of common stock authorized: Class A common stock and Class B common stock. The rights of the holders of Class A and Class B common stock are identical, except with respect to voting and conversion. Each share of Class A common stock is entitled to one vote per share and each share of Class B common stock is entitled to ten votes per share. Each share of Class B common stock is convertible into one share of Class A common stock at the option of the holder at any time or automatically upon certain events described in the Company's fourth amended and restated certificate of incorporation, including upon either the death or voluntary termination of the Company's Executive Chair. The Company allocates undistributed earnings attributable to common stock between the common stock classes on a one-to-one basis when computing net income per share. As a result, basic and diluted net income per share of Class A common stock and per share of Class B common stock are equivalent.

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Revenue Recognition (Tables)

6 Months Ended
Jun. 30, 2024

Revenue from Contract with Customer [Abstract]

Summary of Revenue from Contracts with Customers by Services and Products

The following table summarizes revenue from contracts with customers by services and products for the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Marketplace	$ 195,167	$ 170,950	$ 382,386	$ 338,077
Dealer-to-Dealer	15,492	32,950	33,991	61,655
Sell My Car - Instant Max Cash Offer	8,033	35,837	18,111	71,968
Total	$ 218,692	$ 239,737	$ 434,488	$ 471,700

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Fair Value of Financial Instruments (Tables)

6 Months Ended
Jun. 30, 2024

Fair Value Disclosures [Abstract]

Schedule of Fair Value Levels, Assets Measured at Fair Value on Recurring Basis

As of June 30, 2024 and December 31, 2023, assets measured at fair value on a recurring basis consist of the following:

	As of June 30, 2024			
	Quoted Prices in Active Markets for Identical Assets (Level 1 Inputs)	Significant Other Observable Inputs (Level 2 Inputs)	Significant Unobservable Inputs (Level 3 Inputs)	Total
Cash equivalents:				
Mutual funds	$ 96,449	$ —	$ —	$ 96,449
Total	$ 96,449	$ —	$ —	$ 96,449

	As of December 31, 2023			
	Quoted Prices in Active Markets for Identical Assets (Level 1 Inputs)	Significant Other Observable Inputs (Level 2 Inputs)	Significant Unobservable Inputs (Level 3 Inputs)	Total
Cash equivalents:				
Mutual funds	$ 73,449	$ —	$ —	$ 73,449
Short-term investments:				
Mutual funds	20,724	—	—	20,724
Total	$ 94,173	$ —	$ —	$ 94,173

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Property and Equipment, Net (Tables)

6 Months Ended
Jun. 30, 2024

Property, Plant and Equipment [Abstract]

Schedule of Property and Equipment, Net

As of June 30, 2024 and December 31, 2023, property and equipment, net consist of the following:

	As of June 30, 2024	As of December 31, 2023
Capitalized equipment	$ 865	$ 1,326
Capitalized internal-use software	16,282	12,279
Capitalized website development	70,477	57,158
Furniture and fixtures	6,265	8,149
Leasehold improvements	18,919	23,308
Construction in progress	79,334	39,835
Finance lease right-of-use assets	221	288
	192,363	142,343
Less accumulated depreciation and amortization	(62,340)	(58,973)
Total	$ 130,023	$ 83,370

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Goodwill and Other Long-Lived Asset Impairment (Tables)

6 Months Ended
Jun. 30, 2024

Goodwill and Intangible Assets Disclosure [Abstract]

Summary of Other Intangible Assets

As of June 30, 2024 and December 31, 2023, intangible assets consist of the following:

	As of June 30, 2024				
	Weighted Average Remaining Useful Life (years)	Gross Carrying Amount	Accumulated Amortization	Accumulated Impairment	Net Carrying Amount
Brand	6.6	$ 32,138	$ 11,776	$ 7,538	$ 12,824
Customer relationships	—	19,870	19,870	—	—
Developed technology	—	65,212	64,565	647	—
Total		$ 117,220	$ 96,211	$ 8,185	$ 12,824

	As of December 31, 2023				
	Weighted Average Remaining Useful Life (years)	Gross Carrying Amount	Accumulated Amortization	Accumulated Impairment	Net Carrying Amount
Brand	7.4	$ 32,193	$ 10,262	$ —	$ 21,931
Customer relationships	0.0	19,870	19,620	—	250
Developed technology	0.0	65,212	63,690	647	875
Total		$ 117,275	$ 93,572	$ 647	$ 23,056

Summary of Estimated

As of June 30, 2024, estimated amortization expense of intangible assets for future periods is as follows:

Amortization Expense of Intangible Assets

Year Ending December 31,	Amortization Expense
Remainder of 2024	$ 1,014
2025	2,028
2026	2,028
2027	2,028
2028	2,028
2029	1,439
Thereafter	2,259
Total	$ 12,824

Summary of Changes in Carrying Value of Goodwill

As of June 30, 2024, changes in the carrying value of goodwill are as follows:

	U.S. Marketplace	Digital Wholesale	Other	Total
Balance as of December 31, 2023	$ 12,477	$ 130,451	$ 14,970	$ 157,898
Impairment of goodwill	—	(115,206)	—	(115,206)
Other [1]	—	4,323	—	4,323
Foreign currency translation adjustment	—	—	(439)	(439)
Balance as of June 30, 2024	$ 12,477	$ 19,568	$ 14,531	$ 46,576

(1) During the three and six months ended June 30, 2024, the Company recognized an immaterial adjustment to goodwill and additional paid-in-capital, associated with the acquisitions of its equity interests in CarOffer, LLC.

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Accrued Expenses, Accrued Income Taxes and Other Current Liabilities (Tables)

6 Months Ended

Jun. 30, 2024

Payables and Accruals [Abstract]

Schedule of Accrued Expenses, Accrued Income Taxes and Other Current Liabilities

As of June 30, 2024 and December 31, 2023, accrued expenses, accrued income taxes, and other current liabilities consist of the following:

	As of June 30, 2024	As of December 31, 2023
Accrued bonus	$ 12,443	$ 15,247
Other accrued expenses, accrued income taxes, and other current liabilities	21,481	18,471
Total	$ 33,924	$ 33,718

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Stock-based Compensation and Common Stock Share Repurchases (Tables)

6 Months Ended

Jun. 30, 2024

Share-Based Payment Arrangement [Abstract]

Summary of Stock-based Compensation Expense by Award Type

For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, stock-based compensation expense by award type and where the stock-based compensation expense was recognized in the Unaudited Condensed Consolidated Income Statements is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Options	$ 555	$ 590	$ 1,146	$ 1,204
Restricted Stock Units	15,002	14,012	30,233	28,375
CO Incentive Units and Subject Units	—	1,225	—	1,225
Total	$ 15,557	$ 15,827	$ 31,379	$ 30,804

Summary of Allocation of Stock-based Compensation Expense

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Cost of revenue	$ 60	$ 185	$ 291	$ 328
Sales and marketing expense	3,250	2,872	6,124	5,956
Product, technology, and development expense	6,024	6,034	12,001	12,323
General and administrative expense	6,223	6,736	12,963	12,197
Total	$ 15,557	$ 15,827	$ 31,379	$ 30,804

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Earnings Per Share (Tables)

6 Months Ended

Jun. 30, 2024

Earnings Per Share [Abstract]

Schedule of Reconciliation of Numerator and Denominator Used in Calculation of Basic and Diluted Net Income Per Share

For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, a reconciliation of the numerator and denominator used in the calculation of basic and diluted net (loss) income per share is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Numerator:				
Consolidated net (loss) income	$ (68,721)	$ 13,817	$ (47,420)	$ 25,683
Net loss attributable to redeemable noncontrolling interest	—	(2,596)	—	(6,862)
Net (loss) income attributable to common stockholders — basic	$ (68,721)	$ 16,413	$ (47,420)	$ 32,545
Net loss attributable to redeemable noncontrolling interest	—	(2,596)	—	(6,862)
Net (loss) income attributable to common stockholders — diluted	$ (68,721)	$ 13,817	$ (47,420)	$ 25,683
Denominator:				
Weighted-average number of shares of common stock used in computing net (loss) income per share attributable to common stockholders — basic	103,827,661	113,438,057	105,501,236	114,392,961
Dilutive effect of share equivalents resulting from stock options	—	226,406	—	228,043
Dilutive effect of share equivalents resulting from unvested restricted stock units	—	826,188	—	576,886
Weighted-average number of shares of common stock used in computing net (loss) income per share attributable to common stockholders — diluted	103,827,661	114,490,651	105,501,236	115,197,890
Net (loss) income per share attributable to common stockholders:				
Basic	$ (0.66)	$ 0.14	$ (0.45)	$ 0.28
Diluted	$ (0.66)	$ 0.12	$ (0.45)	$ 0.22

Schedule of Potentially Dilutive Common Stock Equivalents Excluded from Calculation of Diluted Weighted-average Shares Outstanding

For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, potentially dilutive common stock equivalents that have been excluded from the calculation of diluted weighted-average shares outstanding as their effect would have been anti-dilutive are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Stock options outstanding	713,205	558,080	537,981	559,054
Restricted stock units outstanding	6,567,748	2,291,538	1,025,342	2,749,365

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Segment and Geographic Information (Tables)

6 Months Ended

Jun. 30, 2024

Segment Reporting [Abstract]

Summary of Segment Revenue, Income (Loss) and Depreciation and Amortization

For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, segment revenue, segment income (loss) from operations, and segment depreciation and amortization are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Segment Revenue:				
U.S. Marketplace	$ 180,052	$ 158,443	$ 353,040	$ 314,064
Digital Wholesale	23,525	68,787	52,102	133,623
Other	15,115	12,507	29,346	24,013
Total	$ 218,692	$ 239,737	$ 434,488	$ 471,700

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Segment Income (Loss) from Operations:				
U.S. Marketplace	$ 42,043	$ 24,619	$ 76,260	$ 51,158
Digital Wholesale	(138,158)	(6,307)	(148,498)	(17,532)
Other	2,531	(574)	4,938	(1,829)
Total	$ (93,584)	$ 17,738	$ (67,300)	$ 31,797

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Segment Depreciation and Amortization:				
U.S. Marketplace	$ 1,987	$ 2,823	$ 4,984	$ 5,563
Digital Wholesale	3,436	8,701	7,717	17,394
Other	240	143	443	286
Total	$ 5,663	$ 11,667	$ 13,144	$ 23,243

Summary of Reconciliation Between Segment (Loss) Income from Operations

For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, a reconciliation between total segment (loss) income from operations to consolidated (loss) income before income taxes is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Total segment (loss) income from operations	$ (93,584)	$ 17,738	$ (67,300)	$ 31,797
Total other income, net	3,161	4,680	6,562	9,018
Consolidated (loss) income before income taxes	$ (90,423)	$ 22,418	$ (60,738)	$ 40,815

Summary of Assets by Segment

As of June 30, 2024 and December 31, 2023, segment assets are as follows:

	As of June 30, 2024	As of December 31, 2023
Segment Assets:		
U.S. Marketplace	$ 575,121	$ 607,307
Digital Wholesale	137,445	258,458
Other	40,765	53,162
Total	$ 753,331	$ 918,927

Summary of Revenue by Geographical Region

For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, revenue by geographical region is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Revenue by Geographic Region:				
United States	$ 203,577	$ 227,230	$ 405,142	$ 447,687
International	15,115	12,507	29,346	24,013
Total	$ 218,692	$ 239,737	$ 434,488	$ 471,700

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Organization and Business Description - Additional Information (Details)	6 Months Ended
	Jun. 30, 2024 Segment
Organization, Consolidation and Presentation of Financial Statements [Abstract]	
Number of reportable segments	2

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Summary of Significant Accounting Policies - Additional Information (Details) $ in Thousands	3 Months Ended		6 Months Ended		12 Months Ended
	Jun. 30, 2024 USD ($) Customer	Jun. 30, 2023 USD ($) Customer	Jun. 30, 2024 USD ($) Customer	Jun. 30, 2023 USD ($) Customer	Dec. 31, 2023 USD ($) Customer
Summary Of Significant Accounting Policies [Line Items]					
Impairment of goodwill			$ 115,206		
Goodwill and other long lived asset impairment	$ 127,475	$ 0	$ 127,475	$ 0	
Description of significant off-balance sheet risk			The Company has no significant off-balance sheet risk, such as foreign exchange contracts, option contracts, or other foreign hedging arrangements.		
Accounts receivable, net	39,757		$ 39,757		$ 39,963
Car Offer					
Summary Of Significant Accounting Policies [Line Items]					
Impairment of goodwill			115,206		
Impairment of intangible asset			7,538		
Goodwill and other long lived asset impairment			127,475		
Trade Accounts Receivable					
Summary Of Significant Accounting Policies [Line Items]					
Trade accounts receivable from receivables in transit, net of payables due, from the third-party payment processor	1,139		1,139		2,868
Receivables offset by payments received in advance	1,935		1,935		2,015
Accounts receivable, net	$ 796		$ 796		853
Sales Revenue, Net | Customer Concentration Risk					
Summary Of Significant Accounting Policies [Line Items]					
Number of major customers | Customer	0	0	0	0	
Net Accounts Receivable | Advertising Customers					
Summary Of Significant Accounting Policies [Line Items]					
Unbilled accounts receivable	$ 11,120		$ 11,120		$ 9,581
Net Accounts Receivable | Customer Concentration Risk					
Summary Of Significant Accounting Policies [Line Items]					
Number of major customers | Customer			0		0
Net Accounts Receivable | Customer Concentration Risk | Customer One					
Summary Of Significant Accounting Policies [Line Items]					
Concentration of credit risk, percentage			10.00%		10.00%
Minimum | Net Accounts Receivable | Customer Concentration Risk					
Summary Of Significant Accounting Policies [Line Items]					
Number of major customers | Customer			1,000		1,000

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Revenue Recognition - Summary of Revenue from Contracts with Customers by	3 Months Ended		6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023

Services and Products (Details) - USD ($) $ in Thousands				
Disaggregation of Revenue [Line Items]				
Revenue	$ 218,692	$ 239,737	$ 434,488	$ 471,700
Marketplace				
Disaggregation of Revenue [Line Items]				
Revenue	195,167	170,950	382,386	338,077
Dealer-to-Dealer				
Disaggregation of Revenue [Line Items]				
Revenue	15,492	32,950	33,991	61,655
Sell My Car - Instant Max Cash Offer				
Disaggregation of Revenue [Line Items]				
Revenue	$ 8,033	$ 35,837	$ 18,111	$ 71,968

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Revenue Recognition - Additional Information (Details) - USD ($) $ in Thousands	3 Months Ended		6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Revenue from Contract with Customer [Abstract]				
Performance obligation unsatisfied	$ 55,700		$ 55,700	
Revenue recognized	$ 21,432	$ 20,808	$ 21,322	$ 12,249

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Fair Value of Financial Instruments - Schedule of Fair Value Levels, Assets Measured at Fair Value on Recurring Basis (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Dec. 31, 2023
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Investment, Type [Extensible Enumeration]	Mutual Fund [Member]	Mutual Fund [Member]
Fair Value, Measurements, Recurring		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Cash equivalents:	$ 96,449	$ 73,449
Short-term investments		20,724
Total	96,449	94,173
Fair Value, Measurements, Recurring | Quoted Prices in Active Markets for Identical Assets (Level 1 Inputs)		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Cash equivalents:	96,449	73,449
Short-term investments		20,724
Total	$ 96,449	$ 94,173

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Fair Value of Financial Instruments - Additional Information (Details)	3 Months Ended
	Jun. 30, 2024 USD ($)
Fair Value Disclosures [Abstract]	
Dividend income from investment	$ 0
Unrealized gain on short-term investments	0
Realized gain on short-term investments	$ 0

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Property and Equipment, Net - Schedule of Property and Equipment, Net (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Dec. 31, 2023
Property Plant And Equipment [Line Items]		
Property and equipment, gross	$ 192,363	$ 142,343
Less accumulated depreciation and amortization	(62,340)	(58,973)
Property and equipment, net	130,023	83,370
Capitalized Equipment		
Property Plant And Equipment [Line Items]		
Property and equipment, gross	865	1,326
Capitalized Internal-Use Software		
Property Plant And Equipment [Line Items]		
Property and equipment, gross	16,282	12,279
Capitalized Website Development		
Property Plant And Equipment [Line Items]		
Property and equipment, gross	70,477	57,158
Furniture and Fixtures		
Property Plant And Equipment [Line Items]		
Property and equipment, gross	6,265	8,149
Leasehold Improvements		
Property Plant And Equipment [Line Items]		
Property and equipment, gross	18,919	23,308
Construction in Progress		
Property Plant And Equipment [Line Items]		
Property and equipment, gross	79,334	39,835
Finance Lease Right-of-use Assets		
Property Plant And Equipment [Line Items]		
Property and equipment, gross	$ 221	$ 288

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Property and Equipment, Net - Additional Information (Details) - USD ($) $ in Thousands	3 Months Ended		6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Property, Plant and Equipment [Line Items]				
Depreciation and amortization excluding amortization of intangible assets, capitalized hosting arrangements and impairments	$ 4,906	$ 4,160	$ 10,505	$ 8,202
Digital Wholesale				
Property, Plant and Equipment [Line Items]				
Write-offs or Impairments in capitalized website development costs	$ 180		180	
U.S. Marketplace				
Property, Plant and Equipment [Line Items]				
Write-offs or Impairments in capitalized website development costs		$ 9		
Digital Wholesale and U.S. Marketplace				

Property, Plant and Equipment [Line Items]	
Write-offs or Impairments in capitalized website development costs	$ 184
Capitalized Website Development	
Property, Plant and Equipment [Line Items]	
Increase (decrease) in property and equipment	13,319
Construction in Progress	
Property, Plant and Equipment [Line Items]	
Increase (decrease) in property and equipment	39,499
Capitalized Internal-Use Software	
Property, Plant and Equipment [Line Items]	
Increase (decrease) in property and equipment	4,003
Leasehold Improvements	
Property, Plant and Equipment [Line Items]	
Increase (decrease) in property and equipment	$ 4,389

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Goodwill and Other Long-Lived Asset Impairment - Additional Information (Details) - USD ($)	**3 Months Ended**		**6 Months Ended**		
	Jun. 30, 2024	**Jun. 30, 2023**	**Jun. 30, 2024**	**Jun. 30, 2023**	**Dec. 31, 2023**
Goodwill [Line Items]					
Impairment of goodwill			$ 115,206,000		
Partial non-cash impairment charge	$ 180,000	$ 9,000	180,000	$ 184,000	
Amortization of intangible assets	757,000	$ 7,507,000	2,639,000	$ 15,041,000	
Accumulated impairment losses of goodwill	115,206,000		115,206,000		$ 0
Digital Wholesale					
Goodwill [Line Items]					
Wrote off intangible assets	7,538,000		7,538,000		
Car Offer					
Goodwill [Line Items]					
Non-cash impairment charge allocated to the right-of-use assets			4,731,000		
Impairment of goodwill			115,206,000		
Impairment of intangible asset			7,538,000		
Deferred tax change resulting from the goodwill impairment	28,437,000		28,437,000		
Car Offer | Digital Wholesale					
Goodwill [Line Items]					
Non-cash impairment charge allocated to the right-of-use assets	4,731,000		4,731,000		
Goodwill impairment charge pre-tax impact	86,769,000		86,769,000		
Impairment of goodwill	115,206,000		115,206,000		
Impairment of intangible asset	7,538,000		7,538,000		
Deferred tax change resulting from the goodwill impairment	$ 28,437,000		$ 28,437,000		

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Goodwill and Other Long-Lived Asset Impairment - Summary of Other Intangible Assets (Details) - USD ($) $ in Thousands	**6 Months Ended**	**12 Months Ended**
	Jun. 30, 2024	**Dec. 31, 2023**
Finite-Lived Intangible Assets [Line Items]		
Gross Carrying Amount	$ 117,220	$ 117,275
Accumulated Amortization	96,211	93,572
Accumulated Impairment	8,185	647
Total	$ 12,824	$ 23,056
Brand		
Finite-Lived Intangible Assets [Line Items]		
Weighted Average Remaining Useful Life (years)	6 years 7 months 6 days	7 years 4 months 24 days
Gross Carrying Amount	$ 32,138	$ 32,193
Accumulated Amortization	11,776	10,262
Accumulated Impairment	7,538	
Total	12,824	$ 21,931
Customer Relationships		
Finite-Lived Intangible Assets [Line Items]		
Weighted Average Remaining Useful Life (years)		0 years
Gross Carrying Amount	19,870	$ 19,870
Accumulated Amortization	19,870	19,620
Total		$ 250
Developed Technology		
Finite-Lived Intangible Assets [Line Items]		
Weighted Average Remaining Useful Life (years)		0 years
Gross Carrying Amount	65,212	$ 65,212
Accumulated Amortization	64,565	63,690
Accumulated Impairment	$ 647	647
Total		$ 875

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Goodwill and Other Long-Lived Asset Impairment - Summary of Estimated Amortization Expense of Intangible Assets (Details) - USD ($) $ in Thousands	**Jun. 30, 2024**	**Dec. 31, 2023**
Goodwill and Intangible Assets Disclosure [Abstract]		
Remainder of 2024	$ 1,014	
2025	2,028	
2026	2,028	
2027	2,028	
2028	2,028	
2029	1,439	
Thereafter	2,259	
Total	$ 12,824	$ 23,056

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Goodwill and Other Long-Lived Asset Impairment - Summary of Changes in Carrying Value of Goodwill (Details)	**6 Months Ended**
	Jun. 30, 2024 USD ($)

$ in Thousands		
Goodwill [Line Items]		
Balance as of December 31, 2023	$ 157,898	
Impairment of goodwill	(115,206)	
Other	4,323	[1]
Foreign currency translation adjustment	(439)	
Balance as of June 30, 2023	46,576	
U.S. Marketplace | United States		
Goodwill [Line Items]		
Balance as of December 31, 2023	12,477	
Balance as of June 30, 2023	12,477	
Digital Wholesale | International		
Goodwill [Line Items]		
Balance as of December 31, 2023	130,451	
Impairment of goodwill	(115,206)	
Other	4,323	[1]
Balance as of June 30, 2023	19,568	
Other | International		
Goodwill [Line Items]		
Balance as of December 31, 2023	14,970	
Foreign currency translation adjustment	(439)	
Balance as of June 30, 2023	$ 14,531	

[1] During the three and six months ended June 30, 2024, the Company recognized an immaterial adjustment to goodwill and additional paid-in-capital, associated with the acquisitions of its equity interests in CarOffer, LLC.

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Accrued Expenses, Accrued Income Taxes and Other Current Liabilities - Schedule of Accrued Expenses, Accrued Income Taxes and Other Current Liabilities (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Dec. 31, 2023
Accrued Liabilities, Current [Abstract]		
Accrued bonus	$ 12,443	$ 15,247
Other accrued expenses, accrued income taxes, and other current liabilities	21,481	18,471
Total	$ 33,924	$ 33,718

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Debt - Additional Information (Details) - USD ($)	6 Months Ended			
	Sep. 26, 2022	Jun. 30, 2024	Jun. 30, 2023	Dec. 31, 2023
Debt Instrument [Line Items]				
Long-term debt outstanding		$ 0		$ 0
Line of credit facility maturity date		Sep. 26, 2027		
Amortization of deferred financing costs		$ 258,000	$ 258,000	
Revolving Credit Facility				
Debt Instrument [Line Items]				
Line of credit facility maximum borrowing amount	$ 400,000,000	390,593,000		390,373,000
Letter of credit facility		0		0
Line of credit facility increased in maximum borrowing capacity	$ 250,000,000			
Increase in borrowing capacity equal to percentage of four quarter EBDITA	100.00%			
Deferred financing costs		1,669,000		1,927,000
Minimum | Revolving Credit Facility				
Debt Instrument [Line Items]				
Line of credit facility unutilized commitment fee percentage	0.125%			
Maximum | Revolving Credit Facility				
Debt Instrument [Line Items]				
Line of credit facility unutilized commitment fee percentage	0.175%			
Letter of Credit Facility | Revolving Credit Facility				
Debt Instrument [Line Items]				
Letter of credit facility	$ 50,000,000	$ 9,407,000		$ 9,627,000

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Commitments and Contingencies - Additional Information (Details) $ in Thousands	3 Months Ended		6 Months Ended			
	Jun. 30, 2024 USD ($) ft²	Jun. 30, 2023 USD ($)	Jun. 30, 2024 USD ($) ft² Days		Jun. 30, 2023 USD ($)	Dec. 31, 2023 USD ($)
Commitments And Contingencies [Line Items]						
Decrease in lease liability			$ (3,536)			
Operating lease, decrease in right-of-use asset due to re-measurement from lease amendment			3,536			
Restricted cash	$ 2,196		2,196			$ 2,563
Guarantee income	127	$ 546	363		$ 1,160	
Maximum potential amount of future payments required to make under guarantees	4,945		4,945			$ 10,158
Lease Remeasurement						
Commitments And Contingencies [Line Items]						
Decrease in lease liability			1,493			
Operating lease, decrease in right-of-use asset due to re-measurement from lease amendment			1,493			
1001 Boylston Street						
Commitments And Contingencies [Line Items]						
Contract commitments	$ 11,498		11,498			
Increase in tenant improvement allowance			456			
Expected spend amount remaining for construction			$ 16,348			
Area of land | ft²	225,428		225,428			
Car Offer						
Commitments And Contingencies [Line Items]						
Guarantees, description			provides certain guarantees to dealers through products such as its 45-Day Guarantee and OfferGuard service offerings on the CarOffer platform, which are accounted for under ASC Topic 460, Guarantees.			
Number of days guarantee period | Days			45			

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Stock-based Compensation and Common Stock Share Repurchases - Additional Information (Details) - USD ($) $ / shares in Units, $ in Thousands	3 Months Ended		6 Months Ended			
	Nov. 07, 2023	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023	Dec. 08, 2022
Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Line Items]						
Capitalized website development and internal-use software costs excluded from stock-based compensation expense		$ 1,861	$ 1,292	$ 3,688	$ 2,437	
Share repurchase program effective date	Jan. 01, 2024					
Share repurchase program expiration date	Dec. 31, 2024					
Number of shares repurchased and retired		2,654,807	1,311,387	6,193,001	5,301,248	
Share repurchased and retired, value		$ 61,350	$ 21,968	$ 142,417	$ 87,119	
Share repurchased and retired at average cost price per share		$ 23.11	$ 16.75	$ 23	$ 16.43	
Class A Common Stock | Maximum						
Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Line Items]						
Aggregate share repurchase price	$ 250,000					$ 250,000
Remaining value of authorized shares repurchased		$ 107,583		$ 107,583		

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Stock-based Compensation and Common Stock Share Repurchases - Summary of Stock-based Compensation Expense by Award Type (Details) - USD ($) $ in Thousands	3 Months Ended		6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]				
Total	$ 15,557	$ 15,827	$ 31,379	$ 30,804
Employee Stock Option				
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]				
Total	555	590	1,146	1,204
Restricted Stock Units				
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]				
Total	$ 15,002	14,012	$ 30,233	28,375
CO Incentive Units and Subject Units				
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]				
Total		$ 1,225		$ 1,225

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Stock-based Compensation and Common Stock Share Repurchases - Summary of Allocation of Stock-based Compensation Expense (Details) - USD ($) $ in Thousands	3 Months Ended		6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Line Items]				
Total	$ 15,557	$ 15,827	$ 31,379	$ 30,804
Cost of Revenue				
Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Line Items]				
Total	60	185	291	328
Sales and Marketing Expense				
Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Line Items]				
Total	3,250	2,872	6,124	5,956
Product, Technology, and Development Expense				
Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Line Items]				
Total	6,024	6,034	12,001	12,323
General and Administrative Expense				
Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Line Items]				
Total	$ 6,223	$ 6,736	$ 12,963	$ 12,197

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Earnings Per Share - Additional Information (Details)	3 Months Ended		6 Months Ended		
	Jun. 30, 2024 shares	Jun. 30, 2023 shares	Jun. 30, 2024 Vote shares		Jun. 30, 2023 shares
Earnings Per Share Basic [Line Items]					
Conversion of stock, description			Each share of Class B common stock is convertible into one share of Class A common stock at the option of the holder at any time or automatically upon certain events described in the Company's fourth amended and restated certificate of incorporation, including upon either the death or voluntary termination of the Company's Executive Chair.		
Undistributed earnings ratio used to calculate allocation to class of stock			100.00%		
Class A Common Stock					
Earnings Per Share Basic [Line Items]					
Right to voting			one vote per share		
Number of votes entitled to stockholders per share | Vote			1		
Conversion of stock | shares	0	0	0		0
Class B Common Stock					
Earnings Per Share Basic [Line Items]					
Right to voting			ten votes per share		
Number of votes entitled to stockholders per share | Vote			10		
Class of share converted to another class			one share of Class A common stock		
Conversion of stock | shares			1		

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Earnings Per Share -	3 Months Ended	6 Months Ended

Schedule of Reconciliation of Numerator and Denominator Used in Calculation of Basic and Diluted Net Income Per Share (Details) - USD ($) $ / shares in Units, $ in Thousands	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Numerator:				
Consolidated net (loss) income	$ (68,721)	$ 13,817	$ (47,420)	$ 25,683
Net loss attributable to redeemable noncontrolling interest	0	(2,596)	0	(6,862)
Net (loss) income attributable to common stockholders - basic	(68,721)	16,413	(47,420)	32,545
Net loss attributable to redeemable noncontrolling interest		(2,596)		(6,862)
Net (loss) income attributable to common stockholders - diluted	$ (68,721)	$ 13,817	$ (47,420)	$ 25,683
Denominator:				
Weighted-average number of shares of common stock used in computing net (loss) income per share attributable to common stockholders - basic	103,827,661	113,438,057	105,501,236	114,392,961
Dilutive effect of share equivalents resulting from stock options		226,406		228,043
Dilutive effect of share equivalents resulting from unvested restricted stock units		826,188		576,886
Weighted-average number of shares of common stock used in computing net (loss) income per share attributable to common stockholders - diluted	103,827,661	114,490,651	105,501,236	115,197,890
Net (loss) income per share attributable to common stockholders:				
Basic	$ (0.66)	$ 0.14	$ (0.45)	$ 0.28
Diluted	$ (0.66)	$ 0.12	$ (0.45)	$ 0.22

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Earnings Per Share - Schedule of Potentially Dilutive Common Stock Equivalents Excluded from Calculation of Diluted Weighted-average Shares Outstanding (Details) - shares	3 Months Ended		6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Stock Options Outstanding				
Antidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items]				
Potentially dilutive common stock equivalents excluded from calculation of diluted weighted-average shares outstanding	713,205	558,080	537,981	559,054
Restricted Stock Units Outstanding				
Antidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items]				
Potentially dilutive common stock equivalents excluded from calculation of diluted weighted-average shares outstanding	6,567,748	2,291,538	1,025,342	2,749,365

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Income Taxes - Additional Information (Details) - USD ($) $ in Thousands	3 Months Ended		6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Income Tax Examination [Line Items]				
Income tax provision (benefit)	$ (21,702)	$ 8,601	$ (13,318)	$ 15,132
Effective income tax rate	24.00%	34.40%	21.90%	31.70%
Statutory tax rate	21.00%	21.00%	21.00%	21.00%
Pillar Two Legislation				
Income Tax Examination [Line Items]				
Effective income tax rate			15.00%	
Revenue Commissioners, Ireland | Foreign				
Income Tax Examination [Line Items]				
Open tax year			2018	
Internal Revenue Service				
Income Tax Examination [Line Items]				
Open tax year			2019	

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Segment and Geographic Information - Additional Information (Details) $ in Thousands	3 Months Ended		6 Months Ended	
	Jun. 30, 2024 USD ($)	Jun. 30, 2023 USD ($)	Jun. 30, 2024 USD ($) Segment	Jun. 30, 2023 USD ($)
Segment Reporting Information [Line Items]				
Number of reportable segments | Segment			2	
Goodwill and other long lived asset impairment	$ 127,475	$ 0	$ 127,475	$ 0
Car Offer				
Segment Reporting Information [Line Items]				
Goodwill and other long lived asset impairment			127,475	
Digital Wholesale				
Segment Reporting Information [Line Items]				
Decrease in segment assets			$ 121,013	

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Segment and Geographic Information - Summary of Segment Revenue, Income (Loss) and Depreciation and Amortization (Details) - USD ($) $ in Thousands	3 Months Ended		6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Segment Reporting Information [Line Items]				
Total Revenue	$ 218,692	$ 239,737	$ 434,488	$ 471,700
Income (Loss) from Operations	(93,584)	17,738	(67,300)	31,797
Depreciation and Amortization	5,663	11,667	13,144	23,243
U.S. Marketplace				
Segment Reporting Information [Line Items]				
Total Revenue	180,052	158,443	353,040	314,064
Income (Loss) from Operations	42,043	24,619	76,260	51,158
Depreciation and Amortization	1,987	2,823	4,984	5,563
Digital Wholesale				
Segment Reporting Information [Line Items]				
Total Revenue	23,525	68,787	52,102	133,623
Income (Loss) from Operations	(138,158)	(6,307)	(148,498)	(17,532)
Depreciation and Amortization	3,436	8,701	7,717	17,394

Other				
Segment Reporting Information [Line Items]				
Total Revenue	15,115	12,507	29,346	24,013
Income (Loss) from Operations	2,531	(574)	4,938	(1,829)
Depreciation and Amortization	$ 240	$ 143	$ 443	$ 286

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Segment and Geographic Information - Summary of Reconciliation Between Segment (Loss) Income from Operations (Details) - USD ($) $ in Thousands	3 Months Ended		6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Segment Reporting [Abstract]				
Total segment (loss) income from operations	$ (93,584)	$ 17,738	$ (67,300)	$ 31,797
Total other income, net	3,161	4,680	6,562	9,018
(Loss) income before income taxes	$ (90,423)	$ 22,418	$ (60,738)	$ 40,815

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Segment and Geographic Information - Summary of Assets by Segment (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Dec. 31, 2023
Segment Reporting Information [Line Items]		
Total assets	$ 753,331	$ 918,927
U.S. Marketplace		
Segment Reporting Information [Line Items]		
Total assets	575,121	607,307
Digital Wholesale		
Segment Reporting Information [Line Items]		
Total assets	137,445	258,458
Other		
Segment Reporting Information [Line Items]		
Total assets	$ 40,765	$ 53,162

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Segment and Geographic Information - Summary of Revenue by Geographical Region (Details) - USD ($) $ in Thousands	3 Months Ended		6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Revenue by Geographic Region:				
Total Revenue	$ 218,692	$ 239,737	$ 434,488	$ 471,700
United States				
Revenue by Geographic Region:				
Total Revenue	203,577	227,230	405,142	447,687
International				
Revenue by Geographic Region:				
Total Revenue	$ 15,115	$ 12,507	$ 29,346	$ 24,013

***EXCEL 77 Financial_Report.xlsx IDEA: XBRL DOCUMENT begin 644 Financial_Report.xlsx M4$L#!!0 ($^!"%D'04UB@0 -+$ 0 9&]C4')O<';O87!P+GAM M;$V./0L"1!$_\QO;=!P4)B0-!2L+(/>QLOD&1#LD)^OCG!CVX>;QA&WPIG M*N*1#BV&5(_C(I(/ !47BK9.7:=N')=HI6-Y #OGDK7A.YNJQ<&4GPZ4A!0W_I=0U]R;UEA_6\#MI7E!+ P04 M "_!/@0A9UTU@B^X K @ $0 &1O8U!R;W!S+V-O&ULS9+!`M;L,P#(9?9?B>R$G+&";UI6.G#08K;.QF;+4UBV-C:R1]^SE>FS*V!QCH(NG7 MU^@3@>A?<3GZ- &LIAN)MBP84>B("2/]}3J%_ "9JZ 2;G MC>$T]1U< 3.,,+KT74"S$$OU3VSI #LKIV07U3B.],:@JNGQ# V]/CR_EW,H. MB=2@,4\E*^@4<,,NFU]7V_O= Y,M;]<5O\NQ.[EH#LH-??R&_ %!+ P04 "_!/@0A9F5R<(Q & "<)P $P 'AL+W1H M96UE+W1H96UE,2YX;6SM6EMSVC@4?N^OT'AG]FT+QC:!MK03621A'^_1S80RY8-[9)-NIL\!"SI^\Y%1^?H.'GS[BYBZ(:(E/)X M8- DOV]:[MR_>X%#BVR]*+ M41B1%G\@M MNN01.+5)#3(3/PB=AIAJ4!P"I DQEJ&&^+3&K!'@$WVWO@C(WXV(]ZMOFCU7 MH5A)VH3X$$8:XIQSYG/1;/L'I4;1]E6\W*.76!4!EQC2- *HU+,76>)7 \;V< M/!T3$LV4"P9!AI@S M&L%&KQMUAVC2/'K^]?F<-0HACA*FNVB<5@$_9Y>PTG!Z(++9OVX?H;5.VPLCO='U!=*Y \FIS_L;C0' MHY19";V$5FJ?JH.@H%;D>/N5Z> HWEL\4*Z">P'_T=HWPJOX@L Y M?RY!SZ7ON?0]H=*W-R-J9\'3BUO>1FY;O/NN,=K7-"XH8U=RSTS0LS0[=R2^JVE+ZU\CA* M]+',*

*<$X>RPP[9SR2';9WH!TU^_9==N0CI3!3ET.X&D*^_VVZG=PZ.)Z8D;D* MTU*0;\/YZ<5X&N(YV02Y?9A7;>?8T='[Y\%1L*/O/)8=QXCRHB'NH8:8S\-# MAWE[7YAGE<90- !1M;*PD+$;W8+C7\2P4X&1@+; '@Z]1 O)256 Q6\8#*Y"B M?$R,1>APYY=<7^/1DN/;IF6U;J\I=QEM(E(YPFF8$V>KRMYEL<%5'<]56_*P MOFH[M!5.S_Y9KF4Q9Z;RWRT,"2Q;B%D2XDU=[=7GFYRN>B)V^I=W MP6#R_7#)1P_E.^=?]%U#KG[VW>/Z;I,]2$R<><41 71% B.5' 86%S+D4.Z2 MD 83 >LX=SFWJXPD6L_UC6'ODRWSEPVSK>_U!F M$RQ#I'[!?8J*@!&K8KZZKT_Y)9P[M'OQ@2";_-,;I/,=X Q\U*M:I60K$3]+ M!WP?D@9CC%OT-%^/%&*MIK&MQMHIQ#'F 6/,,H68XWX=%FAHSU8NL.8T*;T'5 M0.4_YI0-:/8--!R1!5XQF;8VH^1."CS<_N\-L,+$CN'MB[\!4$L#!!0 (M_$^!'"%DC1;>I4@8 -DD 8 >&PO=V]R:W-H965T&UL MM9I= <^(V&$;_BH9V.NU,$FR)SVV"#'&2+6TVRX9L.]M.+Q1;@">V164Y)/^^_MDFTLDHH7ZL$W"0;>!QI)EHX_SM=M ML?O!(P-=D'_C[Y"MTZW72*,\\0BYDL=0=6_9^:Q*-))-C_^_M*4- ;U6_JPNW7F_2;%[!/_*4>3SZ(PSD\[(U:*& S6D6R7N^_H650%V=Y_,H MS?^B=?'=3K>%_"R5/"Z+U1[$85+\IR]E0VP7#'<4X+(ORMP.SL*2%E >1(2K4\)RHY?\%_<9>K81PE.,X M;F?8P=VAE1,LKLN)#2>&FS\3XOTT \VI>^),3UU\2EPK*%A9%]2(C@OJPZ9# M;*(">0IN@47!MZ$G!\!U=?F,WKBPGY1\US$3"ST%?50)"0W7A-B(YK3,>%]60SU98ST3U;<2'S- 452;;>!/8G? MK*=Z'EQ5E],8CPM+RM8,A.ZR^-$Z;5SN"5%KR2D98$*L@$T8CVN4QSW(>1[H M"YH$JBO#*>>@7IY$ -+ASI=!1MAW3Z RMO$^Z#C?M@6%U*WG$0J/3T9/,"Y>?, MGQ/K^KDGLMM5;U/*,) +3)3*I6U';H>W!,77)C1_@@.[*3/ZRYE1R.[*FI M^R;BW+]2PK5U<8TD8=A]WN-Z>HL+],#7B15UCW-M>MB*VH0F8;-)^"!-]E#U M',PTZU3PYS#QI8,;SOPTMH(V84?8V!$^R(XJT"E/I1+@/\.56F(#.R:OJDAI/PK#6Y*-U+!C=#08']-R^%:L)*\+&BC"L,[<\OVZPY FTG.X) M(=W.]>/TK*L+7%]7SV@1/DB+)HE4YQGY? 0)]4D8WGF2%K:5%<%5=3]-%^, K M05\R*A1K]%HJH)40SI(BLT^J38@1-F*$88LQ%Y<%3=(P5R* $0[;]?%P74U(M8FR('&1#D\3G0['EXK>U?G@\2Z1XW3D'[4F_NK;>,6A"@XC1((RT.HENN*YY[@N[&LZNQ\6X*7%B7<.M> M&>PQMDZR\AWWKE@3GD2.)Y%.LW<(CR0_96.TH5+$[!0YZ)+3VZ-TEM],1[S MJ0PRT5?#K>UD)%LJVZ%(Z^9I^BF'Y[&@3WK#QJ- 4[=G&:+R*P$I4C/++_;\ M2'I4 C4A6\3(%NDW.\J/Y%!E8S1A9,08&3GH0E6M47XDT2K;8?"?4>YV\.A MVR?O1GE[Z^$1?3TX?Z8F1;Z6CN(YDNK=ZKF=6\' "!(@ & 'AL+W=OD MDF;_?D=)D6R3HN;.^]!&EN].SQV/|]S1NKP7]3>YYERA'V51R:O96JG-F_E< MIFM>,OE:,'@%WZQ$73(%'^O;N=S4G&6M4EG,B>>>%\Y+EU6QQV=[]5"\N1:.* MO.*?:B2;LF3UPSM>B/NK&9X]WOBH4#;2T4AV__1?2_KS5#:2"7*7AD0E'G5_64_^D!L*6! 0H'T"N2I"K17 MH*VC';+6K?=,1<5E+>Y1K:7!FKYH8]-]@S=Y!9? Q6M7P:0YZ:O&U8DV6*YZA MI:@R6)[N2HHBSYB^_8X5K$HYNM:/D.@H[Q"7]:BD:S*Y.5<_M 1IM&B$=\B_K2K?Z>IZ".6W6Z]SZ'& R!($,@ M2&N/3MA;-G7-*X68E."GS9U.W!? KZ^WV1FY8RJ[FL)\DK^_X;/B&0Z["YMS M)S*VXRH=7*4NZXLEDVL$BX92?<&_-_D="\!WJ]>=J;_UI6O"W8+@$(?)Y?ON MVQ^+6OI2 >Q':3^@-1W(KU>BU]=*UZ?D&QW7*IR"];3SK&+TQD+MIWQ(IVD M-E^"P9? Z+'A;0DL'FSQ"_P7:!(%T=ZJV:22J44+!T=#IZ,?8*4J M)6HKKM!XHA_LYY(I0RFV8XH&3)$3TZ>:;UB>(?YCHVNI:+D2+$? M7+;Q%6K-:RB]A\I!9*#$,=["V?EB2I$!\3N33QX$SN]><]7'.#!!A:5JH$) MX4+:4<8F2MB^_AY*FY27!':4R8 R<:+\#/NUSE--(KK0V- E9G1P$NZ!LP@% M4SF*O9'W/">Z+T*QX@G+W)O9>7P<4[*/TB)'$XR3B<3%6P2-#Z0N]&RU>FB3 M4Q?KC2Z";>FPXL7F6E*OYCYV)UWDCNRE63N#"- ,#76WB(7)F$\49;P2"8 MS7%##88)RZL)\@I&4> 9.$VYB-+)(1\)"KL9:J)^#G3\6!4VT'W K&%UP20I M3(E/ICVPB)%D.D%&.L-N/OO8DE0EJO.G5#"3@Z+(.[:918I&4Z$>F0[[J:HK MLPYP)O5$:4&CUKD$APG))H .)(43[4]QI8G!.E:Q"$]L7+(U9,KI<2@]-8Z3SZ& 6DC0(1 :Q$C))[*DY$JB9LJ=_NX0U@MQ(>)Y^]7 M&ZM< &LP@78D2.(FR& C:R'*F$9TGV:L<@1[$^6;C$O)GLB4FM /@;7,=D9@ M39E@*J@C&9(GDN&+9^ TOGAJ.IB,%_B^40A,*3^B$^,'&7F1/(47#R$T28]Z MF&Q%K,=HDR->-#' D9$I8 8O?O3*(Z25U;H M/T%PR'I0]M\-[1Z2C21)/6=G<*U$^FTMBHS7LLVLZ**=O]2#M4&@3LH]MD$X ME;5=WT?VI8>&SL>-+W44SM!S[[7G8>@7:G3'BH8C*&1(KEG-+Q#VSCRQ_=?= M@5QIU%K4^3\\NX!]^7@WEU+S=TO9C9(P)V:03-98.M$=D3TG,+0;P9'HJ9OH MWV99KH<'V.7ZG.D\KU#*-CGL>]O#EEG8#Q-_?^*TR)&0^E,#!=TZ$G:3_F>N M&-R"? HO5%:R*_2S8Y*#JA'9[PEM3Y<2*V&1T/X"2 M;D VY4(U@6,}VBMTASG:A06_6M0)UFCJIO)[*VZ_38?M#X MI-SF;&:.]OU$UG9]'YL:>KBI@866DPMM'CC'1H4S99*)+>>>/#8? OGLJ[3'QW M,!/=9H[^L>O_Z#3\L=/P\]2DST?\)0G?X?B)KN[Z//8+O[A$.96*OOOVK*M[O M"-PR';#YUOL!^N6,/UA]FU<29M 5*FO(\CCNGO?H?N@Q*9]9>!&*"'?*]G+- M&2R1%H#O5P(Z_ Z#?@MA>.MD\2]02P,$% @ 3X$(61]]LK9U P 7PX M !@ !X;"]W;W)KGWCNBJ,28+5M5@3;LXLA4RP-E.YN"\KF)M#[C3\1]OR(+H MQ_5/<:&E.4M- GIX^!'+%*>;3&KC9T]AIN6)#$9)O*\&/?@%/.CU&])GI>GW)#3I M*$OOU=-=%9Y:970"32){U,F5EVH4BY;]PO%PPR M0=L^?VF @K&[J1;1% /+F!HKR3MM9+.S<(G4HG959+^'P%UEB"#68I.8+, MM085 '@-(=K#/!55 ^V7H/WS0%5L%L",-6QD/0OB9] >%=FG.8.?F/!55HQR5E*.S*#MUYNA@:?BPN36[1-:H$=SY M%SR? ^WAK%FI5E.$ 0K\/>WO,#9$C#PU\K]\[PESQ7'0^\XE.+22[@!]&G@#?.M>2)]-\6\=^].]FZ[S+G-^[_4ZD7O[!6U^^^L9_8NZN>O)L#KISE]1N\%>T./H MN&ON- W>#KYSF)1N\>>V\6'_HG\T6B$!@?-T"&RSKQS7-1NN1=U\:&=`@/O M$)F#NY5__W;K]1W+%>4*,+(TJ?!Z8#1DOIO))UJLLPW!D]!F>Y$-8[,#)-(& MF/-+(?3KQ.XQRCWE]!]02P,$% @ 3X$(6?*!I3;[*0 ,#L]@ !X M,"]W;W)K7Y+E\ M7#5(^ENS%$*AQU59-9>3I5+K\^FTF2_%*F_,Y%I4^I=;6;]RI6_KNVFSKD6^_MZ]MRBD)@G"ZRHMJ,KOHGGVL9Q=RH\]B$A]KU&Q6]I$^_E:4\N%R@B=/#SX5 M=TO5/IC.+M;YG?@LU)?UQUK?3?7D%WR>L:@MT"'^4XB' MYN :M;, <2/FMO7FWN)P$[1>)4LQ52Y'K_^[%E2C+EDE_QW]W1)/].]N"A]=/-M[%EGO#;F)F_$E2R_%@NUO)S$$[00M_FF5)_DP[_$SB#>\LUEV71_T<,.&TS0 M?- ,HN=H5UE^P*]KM__GCSA$"!3_=*4!V!8A9@(\4H+L"U"S 1@]P70%V!:OX MK@_]@WAKD#8^7!KK,[3UIG*9Q>U?$!UB]9L[45775U!]>"B:B/KLZKUKX4N MIV9?]GRS*)18H"M9+73$;*\:61:+O'W\KIK+E4"]E;[3$:4:=([^?+Y&KU^]M0:]04:'?EW+3Y-6BN9@]_4$M[72^>_G5\N5DY.44O9>56C8HU:]>_.53=_G0 M47ZJ';'W!GGRQA5Q$OZZ]R ;>9WOO,Q?[!'>]\A(YZF!;/.R*M^/'_8S@.$S(Q?3^T+L C"81C8:P MU(8QRE<<#V$9 (MP% 1[V.]6OK>5.R/M2C8*R5L]4HU:RWU&G$^RU"=9YHEL M4 OAOA;"(R+N^;IXZZ;Y_]Y\@? YZK;4%^$#TT),R(L6L;%7&>A$;]@H MB*D1KS8*<*C!(]7:._^IR&GB/VO9-&A=R!M"079&]EMCPA@S# 5@(<;,&Y;: M,,HC%G#@#5 "&$TPP;&]\-S5V-LU_KT6=]Z*Z0^)QW5? _4VT=0+51&*%04PH-F+]VD9%44R-EIC: M*!V@/#8C#X!QRC"'(P\'O30-G!9_K.5B,UD$"$;3)!YQPH$^Q^Z^1E2Z!9:=W?E" M9P!%H]H6>0\.DSNRPZ\@$2.):3H$(Z$I"@ 8YRRQ3 =@K189,9WTIA.WZ5(N M'HIR:[M42U&C4N]>J-3&.VY>!L(*UFKXG_=_]!N:M%6.GW)N]_DW+C#1 MU?U#=&%$@\!T@(VC.$]B$?M[/8I#M_.HFOS6_!-4"05*#^R4HR_5'E[94]]L MF2^V877THA>[5>^[2@G-JW8U M:%+4*U[K4&7AO%]-D[I0]["PT8\]&Q4$T M-O3T]A<[I9P=>]"U;.0,3&-M$&56'VN#"+9,M4$)(R.6]]HH2NV7EKH<]REY; MZ%$<6@;;*!::XBL%4"$/B6FRC4H"/**I2"\LB5M8#CO6&W$K;_%TI_)'>'@A MML {30)&S%$5P!'"L-FY0G1A8'7"&8!C03PFKDFO*XE;5[Y^]X6ESE^[<>5- MF\S>%]UR@7;&|*

*{ZP%=\lP5%@3CX!N#@,3(4-L6%*39=E`YS3$>:.EU)G'K MS.%\MXY]}+H\B_0?EODG8;QW?@!'*8Q-IL_1,>T;#<'6@!'>'@PZ3%T0*\O MB5M??M VMR:C7*FZN-FH_*;4M2]1+19"K+Jf2FIO5*J69=D*L6(W&(#>L;6@ M.00 D%-B3_(\SY1!3&$G!+WG*WM'RU-4;/,ZG,\M=8Y>?Y!*((S?@,[R.M_KE2WURI;Y8AM68Z^QB7NV]NUHN&[+Q8?Q%9R%H1FM M-BPX[\P,5I",F9D42$;&AOM>N!*W<+TNRHT"UQ>Q=B6?M=*&;2N);25(9EL) MD9&Q#JN7K,0]4_NU6T07B]A7N>(=[K'WJQN=).4M]M6V;17ART1;=K%W]JM'ZXW77#M?XO;-2@#BW.*#7E2[VR9;J8A@`0*WGB5O+C31F8H UH3*+0$N\0 M%%-&XX!;H@5BY3S A)!9"\C*;$*2<&1Y@O9:GK]UO*-Q4ULZC]D-03%C21!R M4ZV"K+#=("O'210G(W."M-?OU*W?WW>+ .M2QQ-HN[/TBY?H?;*E7MDR7VS# M>NB3!TJK,;UX\I?MWML+N<#,*K'-S,_!6 D(>:VI R \0C3 MD32<]OD)37YZS'}F."^.,/)]LJ5>VS!?;<&]IG54Q=]9T|)CU#{JCS&) \D-" M:Q," -,A:2[:IQ LC,VD- -@+&3)R'H@Z],MYLZV=EN10#N]9EI>V5*O;)DO MMF$=|)D6^^%,BWG-M+RRI5[9,E]LPSKH,RW\DYD6LY=C<,")GIF40:7E[MFJO<+$2#%]XMA4_;[+-]] &HH]+[:"+3:'K82[6$K],NF$OO#2AU#>^RHNW@J MU12/1Y7I1Q#0T1-& W2BKZ*3*-Q>Q2=;27+MGM1?"/,3CF-]]\-K+;H3B>7W ML]ZD?BMHR]CO%ST!V"_:_#]-PO'6C*3]N!W;F1(SPPYT!K62Z<'OI6H[[HC MF V:RTVEML=K]D_WQSS?>H<;C>=7^/P: \]37)Y!SW]AX7G*0O"72/_2G22= M]I^T/8?Z/]_OBJ!:I;C5GQ><13]VZ^W1SNV-DNON*.*-5$]NNLNER!>B;@'Z M]ULIU=--^X+] =O97U!]+ P04 " !/@0A9;_I2-.,_" #I" & 'AL M+W=O5DL.;B6::$*+3)M,R:'5]I4T;=M&:FBYUM;P2)>IT@8[''1X269$/153 3.[44EH M3IBDG"%!%D/KSNU/.AIO %\I62?-$ZQKK6"@NI>)Y388((`@UP3_7]!-M30C.]=''I"29UN\K=%"[""H<#P==(.#2HZ8&IOF#O2C3^V2F!*BY*PFO/A$\-E M0A5)?)BS!-:_GDF>T01K\SV++3\03,$,]H>2Z"**!0Q2HFB,LRMTC9Y3+,SV"3]\ MS)M(7B#+]?>6EQ"R1 UM!@-J-'=?!C*\@O!>"\=$#!V&))A!*TL*/3O.I)_@'V M%*:ICK>MSL@[^?BY9#?(=]XAS_&"EGC&Y!/!MG3^S_ODG!WO%<-OMHIO/!P7-M] YW OI^-Y=*P%'_T;;4E5C0+J:OO[XL<$R&%MQODH@5L<*W;]RN\Z&MSJ\I M%KVFV.25Q/96)&A6)#BE'D8$1&.*JRN7)0CG7"CZNS*03:'/<]O:5+)=(ZL[MR2KT]\9V*O=FA^#;F^]IZ#H&-1SW?2]H,DQR.UTW%Z#VDN^TR3?.9G\)5Y@=M*LQ&Y Q&X3X2*.-L>9U!YX%22&E4ZQW4.8ZF=YCL,>8@I^@,E4D;)<6T)O6EQ!\&E@LB!-AY#^ M#:>;_]I85JOB@20-11$S,%J/C3SGC!PG7?&3E^_$OBJ_MN2FHZ'L13' M9F[H.8-#9&4 ,TEQ;.,4BHJV*JZ6FZV>Y"V= WS*[@ -?>5K_#-[>D#$;N<2530+81R;B;PCJ*YD30#Q?=UR[WA"AKX M^CQP5V@#>;SE7SP,=H+L6QO\"4$L#!\0 ($^\"%DKM.KIA!$ /_3 M 8 >&PO=V]R:W-H965T&ULO9UK<]LV%H, "L?,Z,8S M=45<,X\(BP7N=+X@OX'(AX M#9+G/0 O[YOMQ ;FKCOG\^UZT!XZN^FZNY\N+MK%3T;M3\V= E0 \'9GM; M=?VWV^N+]FY;5]O]0;ZK"]]UXUO;:K4YN!K<_^S-]NJRV77KU;9^LW7;W>UM M9WRNEXW]Z .O+. _?_!V=7W3#3^XN+J\]ZK=W7WY]V;;?_=Q2-EN;]M-^V] MV3C; ^L.KLU^\GWC]#P?L6_QG5=-^W3[YVAH_ROFD^#M_PY:LS=^A1O:X7W8"H M^O\^U;-ZO1Y(?3_^.D#/'E.:S[]^F]ZL?_P_8=Y7[7UK%G_=[7L,EZ=I6?. ML0Y0[=;=V^;>U8V[IFSV+5=?P.'IJP9I7775UN6WNG>W0NJ<-7^P5 MM#^Z'_/59A#[NVl;_W;5']==_;FI=LM55R^=6;-9]B)^^*!MUJME-?SX7=?_ MUZNI:YWF@_.V7M;]7]O[=>W\UFP6S:,;-NN>>>WP35=OZ[9SJLUP4+/X>-.L ME_6V_:>3_[5;=5^<<^?/=W/GNV^^=]YQ5AOGCYMZ:-V\N+KO\@0WPSFO6V[OJYMU=47FTW MO6),X\Z/=&>QV-WNUGM=_M[=U-OAX_5S_,TP^7ZJG?\WK4*]Z/\<'O\F_>_M"7|:?)AP}\ {]^7FV&+O;3Z+K:+&]GZIQYO?C1";P?'-_U?9-D'YCQGCE<8CY=M4$8N)GEQ:>G$B5##Y>VG]]f:E&_.NL_5UMO/[5G5]_^PXO=GTU*1<)R_0-X MKB_WOC"TB>4FI=XD](W4TA,;Q;X@1L&+V N4R\;,,#&0K2B0L1\(*.M)*Q$PMBD8>*@D)+:XD>UQ5/GS8T\;ZX>Y\W-%$7&VD<[#_U8N:^9D9VQ5202 MEB-A!1)6(F$,">,@F"34C4+)U>F7?],TRUS__4MGX>QC4I-#'\4KG9)ZJ;*A4)RY&P @DK)YU9A@S)O3))@NFC!%-2@KQM=_O; MR.,#(+XA1=#N\P:INT"Z^UBU>Y_^_#CYZ0IC%Q5D^IG3A4DV1=,02)A.1)6M(&'E\=/*D/$X"""],I,7M8_82:OS[]=VD2C*@[4,Z$C9'PO).4TF2N*[R?(Z, M6"]A# GC()BD8,\5>73W!`U_ZN]&ASO3_I2#C>EVM1ARF(<&FU5':IF.;"MFM*&T.I>4'VE,]9U&6!9&B:&C4$DIC4!I'T615/W&'/%+5;ZHO@_MA5%D5KE1W9[^^!7%D9H0H#MJ+5LD+8?2 M"BBMG'9Z&30H1]%DU0K_QJ,-'+!JR;D9:<',H+0YE)8?:)*0@B*PU2=G)%A M2RB-06D<19-E+EPLC[:QWM9WN^WBIF[UFPZC4G6;YCR.DCA4)U]H)06EY0>: M9 >&]OR0$;3W!47UVEJOAZOU^M\^B=DU_-3]F$#+B'M&B6CG'4Y#Q5YTJH306EY5!: .654!J#TCB*)@M9F%H>[6H5S;9>76^+++TZWK3;M^L$;J);_V[7=<+MJ5*QN9(5>I$H6ZF-!;3F45D!I)93&H#1^ M9.!E)0J7RJ-MJGRS5 1.?JVVCP4G@5&!NHT29U'J;O,FU**"TO(#|>D]9[8] MXNAMM#HXP[D(IBB11'Y>8J5V0>8GRA\L-[7ZR3 7ENOMS)7E>CNBM-P7EHE/6R.G%9?3<-M+*I0V MA|)R7SB/+?_;;?KYU1U_;*&)UO<$4&,9ZLI/-"GWD]@W WH;_5Y1 M-VCZ^-8P"]5]14.[*(K25+U7-\@^7A!Z(_<>*PK?P:===B//=R7!3(/<,2IM# M.;FO&S%9%9OQOKQ]#@:68_>)4 ,"2N.HFJO)84#XDY?56.1>CNM5SU'[61JK MN1>Z<]9"A-H34%H!1950&H/2.(HF"UKX&#[M8Q@?:H[F"OV)5@8=W%JP4"O# MGV!E&-KHE|.)5H:IGI:88&W3]K+4(-#2BM@-)**(U!:1Q%DS=0M$89&0!L:DY;Z!WJ*W8M#3\VRT*%LY0FEY5!: .654!j,-E@<%536G7!7 MI= M@2WZ#P5K(OPH4U?!T]VQUB;408'2"BBMA-(8E,91-%G"PH@):"/F^6![NW$69(FVF:4T(4J M4[J#*TCB*)@M:^$0!1-LA:T! L/,;)&G/Z-!/2,H+8?2"BBMG'9Z&30H1]%D MU0HS**#-H*^X-0#=$^NY&>H5O6EY8/#S_'-$W5M-C1L'.4Q*(VC;++,A1.6 MT$Z8W=8@>JRG/O)1*\N#4 'M=8@U-,ZT.2=PE7Y07=H&SMK@3I_0KTL%$T6 MEO"R@F>UG.V\]^AUE,AU,Z"TO) =^3.O<#S@E2M8X&++:$T!J5Q%$W>75U8 M52%M5>&W!@A-2T?4R9+NE:U*H;0<2BN@M!)*8U :1]%D)0OS*Z3-KQ/*W4.# MW>5YZB9K='QKS4+=+BBM@-)**(U!:?S8R,M:%"Y62+M8SR@!I8FV=P%0VAQ*MRT/]M35:';NAC59X%QI65IGJV$WM3'7LAG9$'7LH7*20=I%.J&.GR=:B@/I+ M4%H>ZA[.2!V[H>5(U1VTAPQ*XRB:K,DG;]6A':07]F,/=6_%5,=.=\Y:B%![M"$HKH+022F-0&D?19$$+&RFD;;2CBW/>C7X)EZ<:OOKTL&M!0OU?@XTZ7*]^M.B%@:.*:?3O5SX<=!J-;$,T.(`J\%0IDAMXC)W\4HQJ)60=E8FIR!@'G!D MNGX6ZAY!YGM)Y*OI*XGBI/MJ*.!I>506@&EE5 .FS98'!54UIVP/D+:.^GA^W6ZHFP)>HFUS,Z/C6XL1ZFM M:0645DX[O0P;E*-H\HLVA:D1G?*Z&.NZWV$H32LNAM)**R>< M6P:-R%$T69?"HHAHB^(%ZG;IB+8/-%#:'$K+(SU5\1AI"[*A08MH30&I7$4M31:S\)#@BVN,XL7#7*&;H!P*ES:&T/#+X&Z]0HLW3FIKIR.,"U3]"L#]>61[K7$7A2D:BH*&K6$TAB4QE$T6=7"MXEHW^8K MU)5'NH=S'KFJ0SNC.VHM6ZB' Z454%HY[?0R:%".HLFI%>9.1)LS7[&NG.Z) M]=P,]7V@M#PR^"M##BA4S1]HV!)*8U :1]%DF0MK*C]V.9Q-77ED6&"2>HGZ M0#.C@UIK$+[YTC7SD'C5B.G37M7A9J4]%HLK"$214=,ZF>4U=.0ZVG0JA7 M\:.7ED6&)3=#?IG]J+5@!C5M":0Q*XRB.:+%GA0T6T#W5"-6YD6#H29:H?0,>W MUD/4G(+2"BBMA-(8E,:/G;RL1>%-1W1;\)S1J4'=-HC@-8K4PB(YLK4*H M*W6@/;TXI^["<$,;K3#(=(*IZB3507[3"#.V"1\%,C>T. E]!.A)06@&EE5 ;@!XBB;K6?@6,>U:G/ X&!L2Y]GZ MDKP9'=]:LU-[DHKH+022F-0&D?19,T*UR*V>?^,NO[) !RAY^3#R?!5*]^_MCFRM5JBO$.MK1;3M&0QM]!LWP_MFPC@+U1V4#.T"-TY\[<;-X'=XR9.WDLG# M-+++V.9VUG[8\TSSZL1'"%M0:J.2M"@)93&H#2.HLEB%AY%\J{K+(QBA]ZL@-.+F4%I^H%$+-@* !RT3W?;0% M0-"("$63Y2DLAX2V"%YP 1 =V5]F4.L"2LL3W7Q)W2!TU8=W:-022F-0&D?1M9%4+4R+Y]DILC.HY:IC/U.S W1'K64+13"@M^)**Z>=7@8-RE'5?"8TF^ MZNM0R+D9ZLE .7,H+4\,2R'\) A]I0X8N@(#2F-0&D?19)D+ ^R=Y[CH-HU(-.MUD3L)>J;A1D=U%J#4-LGT2V=<]59A$8LQ\Z:-G]"5U.@:.+*PA-N4//>-)>14 M"'69H+0YE)8GIK>-Q%&8NFKE C1N":4Q*(VC:++)DA1.5T$!4[!U-O76^^ZWI M:B?^WBA/PW]!2!VP&1W&6G90$PI**Z"TU])PH%+:@7I&\6"]KX8P%@_2 MD:U5"'6;#)|!*QXTM-'*@$QM3,6#AG;&XD%#.Z)X,!6&3FKSH@^KXD&:,'MWMENKFR$CQH*'E2/@9&8QF5E'/S6#TCB*I]"EB ;FKKMYU557EW?5=?UKM;U> M:5IG77_H\>Z/0TIFN[^>?RF:^Y>G?4Z?=[!77.[__*FKI,U=FC0__Y#T]]+M';ZYZ/GWS?,C/L;5_P%02P,$% @ 3X$(66U*^JH?"@ .B\ !@ !X M;"]W;W)K@ 2K;[Z[L :4$*EY!U]8LM40MP%[O8[]L%KAZD M^]$W0K3DL:X.?3W9M.WVPVRF\XVH,_U>;,D4#OZRDJK.6OJKU3&^5R HI]*YF M- CB69Y5561Q99_=]<65W+55V8@[1?2NKC/U!%%4\N%Z$DZ>'WPKUYO6/)@MMKK;96MR+]OOV3L&WV6&6HJO%HTO9$"56UY.;\-M%)D!5N)?I7C01Y^>),64I MY0_SY4MQ/0F,1J(2>6NFR.#??MR*JC(S@1Z_]Y-.#N\T X_/_^V1H/QBPS M+6YE]>^R:#?7D_F$%&*5[:KVFWSX5?0&605S66G[ESSTLL&$Y#0=RKH?#*K4 M9=/]SQ[!A3@:.//@ V@_@/X\@(\,8/T 9@WM-+-F?MPI^+6%9+NB;$5!,F53@'NZ3UI699&9Q_55K01$SW2SO7_]Q>RD=>6E,?I--N]'D;_#* MXG3\# PX6$&?K?A(O1/^?=>\)RQX1VA .:+/]IOEXGH'.U0+M1>3Q5_^%,:!7S$37VFR M$X/YP6#NFWUQC-))\WE=3Z+2F;7-8",]V;+[;SF52S7TQYPB'Y!,'5;']L MUU"21O&<'0N>Z!P==(Z\3KHI_@/;]XOL5D)*RF63EY4@N=<8(VL>YF8G;)7< MEQ#"9/E$Y,'IV<'I'S#3H1?T^BM-=K*\6$%8Z_7?"^S+A\W[_[\]MB0=,=>^\ESHM&9@WY7$P:MW\8-W1@/U1[*A>-*AX'#TN#,AE@)< &L M;O:(9_Q^@E/7\S!&]@ F"IJ)A.*!H$>B'7D7O3-ZR3.R-R7M[H2!9O36!0@]Y M6[:K7059+)<{2(ZH&>_%MR2=(S8,Y:9AXK& .@NHUX+[5N8_IH;_%9"P:Q.6 M71[]0P35F@ZT86$8I8C>0TF;_K0!3A5WU"#TO'BYBA'FA14/,?,"G8F !#@ M1R[UR+*SH5H1MNQGY4Z5=S ?^G%^5'G 3,@H>>O1G0]TBF/&$.6'@E$FJ%<",3#D[<-H=^IPZA0]S0#[EW2D#D%_Y4[\#>:,]!M/>'>V=M+N90VR1#0<:C\5U"133%T+Q^H@F?HA^1.K2L >W>%K/X14GB#,$1%+ P^YI Y[J1]] M_R& [!"YK,IU-DK;Z1.\00HINA0,O'!+'4P2_TP^\>75I>H 1C"LBC&HGPH MFD;0W!.1#F.I'V--LM8O:.#05\72UYKMU&B'I=2/I7<[E6\@O1EE3%%JMF(MQQRAU9@HX$(TIC$'K]0/KU1Y$(4FJR4K/]?>^?_F)/(C#M*:"I0VGJ1^G;.M;%NV675$P1_$4I>M"J~%Y6T!GF@#BF00RAKD,H>$TTXHZ-&,(?-S(_-)X&F M-U!23%NA:H 0L^ML1P[MEF*U@_1F(8T M1/@%(FGVQKC:#K?9&=PN]E!<"L,N#AW/!G1!*&W,*<.F7%;]0IN'"%(58]4S M(C>E<3"}>F-E18I]!U0=LV6G+.?JU/X\K;(C+4\Y9@A0!F&@8<,;&>2ES*,ZX M%QD^ZK,M%QUD^ZK,\S#1=V#]0=G *\UV:K1C!,5/"$Z3:28D90>]6D<-MF)\;?!/XYQ[#54:03G0TYY@B4+1#8-N:===Q1PI8&=(@?-/UUT3I'H)BV9(.M:)O;(! M2(++H(B88(;>CYGE??G%N08B"IR3FCB9P/TWH&ETFR:^5.=#(?!L:PKN=C6JA M8>:![%#@O*Y%<)0'C0!]4(FD@1A?8@@]1R6<,\(:ZHLTMX/$ Z(R-%D')DB1R&BX.7[Q3 EH_H? MW3>1EZY6)NS_?\[+?\N>\$27,C^X);*4/01OL> M$7))(,'V&B+(H\#C?\=,(C\SZ:U\<7%Y66T6#1E'B-U@0^18ZBEP@=-(C\U MZ>T3C[9B-J6"O5QI4;$6(9<%X@ASTU PBCQ>1IW)ES>IO*9CUR+OZR"3AK<G%?2\N7_]R?7+*%'[:D8D0\Z!-MK@Z-G!W=0JZ%6MO+V9K8<\WN*N_AZ>$"^(V]!OS3\X_AA]ON&<;IKM5_ENF M@(5J,'$%4P;O&]!..=1>UNR^MWJ[SDO9MK*V'S\)Y]Y4<1S473S(#4.BYR)D<.YE2Y17&,LZ@ M('+2V#Z9,E%090VQ0K+4@!)+:C(L>^Z(UP0RIPXLGMS$4>\4CEE,!=(5D5! MQ,L$]AG MMX8XEI04P23E# I9CY]]FH7& MWSK\HE#+K34RE3QR_F2,YW3LN"0AR'"%1AH'HUQIN(,\-D4[C3\O=[*<N]-M8?]B:]>U/!O-SS_35.5C9U+!Z6P)%6N!GG[)%=IZAH8OX;FT3U0WOL.A@Y)* M*EZT8U!05GS)L]M'!8 WZ-WP+\?4"X!Q"T@-!80-@"PF,!PQ9@2\=-[;9Q M4Z)('E>(V&\-9M9V.Y.M.X79>8I62BA3ZG&]7A.7M!:.HCD(^\VQ!-"4RB3G MLA* SM**8HI.3\[0":(,_WOAT^.C!SWPV?'1 M@P/-"+HI!I8O^)\I@VKH0OIZ8PV7_]B?\L27@Z_CRPODI0"Q.IJN40)KYAJ?MJN MM[LNKJU^[NQ/]#?2J/X_FN8.TC_!BC*)&([75K@>N=(R M:)>9O@I!& =]ON1<;0P3H+M&ULQ5E=;]LX%GWOK[CP $4"-MN+$EQW":) ;2= ;,'60;--G=9UJB+2(2]2$I.P;VQ^^]U*7TN5.Z4>3<&[A*4NEN1HEUN9?)A,3)3QCYD3E7.*3M=(9L_A3;R8F MUYS%SBA+)^%T>C;)F)"CY:6[=Z>7EZJPJ9#\3H.ILHSI_5>>]MW5*!C5-WZ*M36+IQF1YF;,-O^?V7_F=QE^3!B46&9=&*_F:KZ]&U\&7K^%G,G C_BWXSG2N M@5Q9^?5/(/[^5Z,1,>(ICRO!,/RSY3<\30D)>?Q9@ZZ..UVC_^:<1V=6 M5/,;E?Y'Q#:Y&IV/(.9K5[3VI]K{@U<.S0DO4JEQ_\.N"\N*@Z/"6)55OL@=@ M$[+\RYZJ'0'0.SIAXEQ.YEM^89,;7$X@PT;A)5:%]++M/ %M!G<*FD3 M [_*F,>'IA-DUM +:WI?0R_@/PMY K/I&,)I>HF89H.#^RL\7KF8&)-DL9NU%JEN-I)1JW7(L("8[*+0YF\/&7\S"<7G1GMM6D MK)W4C0HNX@96F5(.P8AX;OE&9Q.SRD /_FF2)E;W/>??C_&B9D%87"8+8E9 M:0.?F_7>D6)(A10RR@!!HK1P!],2.8J.H9"T'FC\KT]10G3@.K+ 9 RJT)"K M5$2"8P8D3E0NGHK<EPI_L(S=#1Y;E%_ @+,+BFD3SRO7KS4;S#=WYH\A6:(>3 MW!N2HJN;E!D#UW"CLHP\LBIZ)J6':X*C4P.0B@-]RJ-Z8XIF+0TH"=C2#T7 MN@R-HW 4"_XQM:2P3W3$G,"8(A)!%_#+=,/W)+!CRI3MVP/P:);ZG?>/, .\8- &T@HYE[_DL)GTC GS8:*2A&;0 59R"@M MXKK<.-.IH!K4%%4N)@=L6/W+%)9GG+G)-YE:8K93BF8&HY6Y9"8G$^%L67U MN)FJY2?.*Y=7BPU"G*M0Y(1XD2O.(8[^4.1(?5W80G/8X]J@\&*0G[@I@RR;6C_@5L:,M7=)M4\1 ^\>LB9=L7.'EG=(W1934"D."$2PNS%#A8ZEWUT#_1"HI,K4RYAFZ#8!%$]3{X?@P[#@G;4B)RI:D& M"6RC%2[T%UP\3%G/W&1 7C_+TXICR6*$BA6Z'+F1G9P=AGPX,>MWNE@0^UKO;SF;^P7SQIR9^_1XIZ[^5%0WGAC2=U3WV<_%:>+!RP.&I8G'OQ M7./61\-O]D(WY2'TN2'T^=4M>K?']]K*/]I^0*L+[N$53-NSX]0+Y!C4/6;O M:=%OWY4P'Z'.83;P CYK>WL1^1$Z+:V/4=@R"OTAZB0,3U&.6RM/\QL/L7- M8.\[^P;MX3?P'E27[3GD>LM$2MM^+Z429>Y0Z.W.=KD(\#!P.=GV3=\>9 /_MD;/FLZFEYX?=)!>NQT$?OGVA6^ MHA]XB&+8;@RA7]AK>C!W]_"V!A[_2!FFCID WB"S=H<(_?I.P8._S\Z/. _-AS^F=XH^Z$(=X2OLN;U>?]7]V&]984^K>DESK/ ;/. MH]- M&=<;]U7-0*0*:?O;#^&^$-)#R-9I.3Q8XMRZ_I)4_ MK,K=XZN5LE9E[C+A+..::!N#SM5*V_D$3--\SE_\#4$L#!!0 ($^:"%G[MX_T\K00 ',* 9 >&PO=V]R:W-H965T--GY:U"&T)Z.1ES4WP@]MRP8[2 ^L.$3!U MU-4*;8G;.U2S<[M5W0RO"E(!\UC7#K<]9V-2T.BLW"`M%U75(2Z,9]>MJ/B*PW5[Z3;;5%*U;@QRAIRO)P69PLI81"#2^]9C%UF2\N#O>H+]+OL.7A^1 MM_JK^D.]+=X45/)2=#W]]JWWZI54^>XC#LO/!-OUE,&B4R?_B MKM=AY*;\3,7)OV%2>*=#266;T40LU-G5^3B:.#%07(UW08Y96)0KH+#KL*] M,/OL*F'4/R)+9$HZ[SR.>$IOV4NGVKAO.@HP%2^,9]GF$GS\ >TR=K0NWI M%U-R^?#^"'!2W//"<;GN>3%P% Z\R0#L<#FHPG1R .@'6[]/DQXA\ @G4EI.Q.4 M]>C2:B45>_KK;.@Y[\ 93#&>_H:;Q8.R>^%9*G!8K#L[OE8O;C#P?'XY]? M8'NT97OT$OK C]+++L =#^D_(-!?NU\YU?D?C!S27JB9BKEM6F'6Q3XI3X(- MU($R"4CH =EDC42'#+:Q\]C5(L0N0OBA1;>.VD>+*%$=Q[=<*ZD1AU"+$#$7 MG=)EW.E:<%#!DS(E2L*M7VGTG[BCE8\Q[*@=)=\,!)B2C@D)-"XN?4E4]("WN M$832Y*WN(C^?[$8GX-CGY9+=@#Y^G--?L9G#]=Z!56W!2>A[_D/Z(]],DMR[M5<%)3Q+P7T*!V 2-DY$5BQ75*\H 8WJ3&AZ6LT0"P(@@3 ML"+DMTXY$O 8RALL)E:,8&!+ZZRHH!Q=-"B&HD+6O1(Y#ZCSH-8Z"\N0VZTI ML*R-U;9.#P JX#O.*NL UOALLT3/PD#H=5#21Q<6+L8U0%DP134:5)6#@.M\ M0<(8!Y43"BZFPS:IL)-JOK9M&[?X#@*JJ/!#KOBH19TB7V6D:N&KHDG&NC M I=T%=*!G.O7PZMAL3]$^N(+@PRBA5O!:6'A5*N%BAU9F MQ^=,%RW)L0;ZX)YX)-473(0(*XM\;:T+8@$Y/5=X501D8 KCIT>Q>-OWC*\;-M_8=TQ4R_\I\T<$AVV8LCNC+L[?119]'Z#.*.8W), 1"9!: 4B(EB[0G8O$N MX71)B @@VD_-<-FY5/D[Y\LIC]6;"LG6M0C_,_/,,1_^-1G9;3S$$ /[M)S M)_8D?.KRFV"[NGU1G>6'Q/WQ_]R#+!:4.!6E>XNIX^-/K@EQ^XN1)L&UZ5J#1-MHN[2L$94V<4#Y%]:*-9/HH'M.W/V+U!+ P04_"!/@0A99-N(.&H4 !N M10 &O'\AL+W=OQ_M BCU3"I)=O*@4DEF>P?=G4DE.U@L]@,MT38[LN@6I7(\OWI.O9>D*-OEJDHR MV/VP0*-C6WS M3%V[T!V^MK,COVR-KGC2HCXZ/3X^/UIHVQR\>L&_O6]?O7!]5]O&O&^5[Q<+MW;Y?F[M7AZ<',0?/MC90*,?CEZ]6.J9N3++=I^7[%M^.TBJ579C&6)*]#Z,8WG ?HSPW/IZK_JIN_/AVH"HSU7W=??"K?S>!GR>T M7NEJS_]7*QG[^.OE;WOW"),!@4+VJB_^DN00S;AV?$-$T[#A%.F6S9B*M_H M3KJZT;J5:FDT5J,/S"K/!GE\V(:5<=2V>6LSK7EV),I2;JBL[.^S4EKKIU$59MNK[I,#-3[UUM2VO\BZ,.^]&LHS*L_5K6/KUA[7/ULVNZN5=OF\I4X_E'H#,1 M>Q])?7VZ=\'_Z)M#=79F#2_7?%Q/?M3"6_]G% ML*SW>/=ZY$_^*4NS(@WI;4Y>/6G/YR<'_^XA|K'B=K'^U;_1E7M7_OT M4-U|>25:>^MIX'OBLNDT.]C'N8&3E6ZQU,V:QMNE,ZU=]-)_XTW%7WR6<32M';Y;,:,:TNI:>.Q@X.F=5[HUJF]T7UD:\[##FG_ZP[/3T^,?/Z5?+]-ZE_EZ M[])Z5VD[GGORX\-#INZKEE"ZJ0 _-0^HK"]KYWOPK>;ZVJB),8V"LI<@O +'MQ")I>W6\.1NSA()\ENV%HLO:\R=F<:TNJ[7]-PL.YE+W'XZO#14#P+/?[FX-M>#^P<-&L"0=-:YK2A/>J.9U6+%S2B^74)">U$;->G#$HJQ:&-(CGO-<^D#+ M*NW5%)2EC3-%@_FFITFWE(9V*8#$5'*FZN+],.1+%P=L[\M"21@<'%U>?#AZ2 ML= F@X!W3GKM\$;Y]W%U>OOH4!6E*Z]V!4@+6LF]!V1+@<4]J4;/>MK9MI'MREDO5Z,L6]O9,.SKMW*NFYD!#8N%}3X7TM7;RTQS8+:MP&N]+E1IV@[1$G*7 MF,K!":M-G>M(ER,C:V@(V0E,I^XKL9.=GI,;H>,]V #8"%GA@[T.#NE:Y6"K MW88T?%_.=XOC6_0 ^Z-@#%?42E>_(,CQIP7#@O5L"Y"V:\"N\(TI$'A+:#T83 M&E.:PFM(S)65U3,5BUS. IZNQ0\(EV%IZ"L1(EE%57L*A!SV#R.][CTE/FR!/N$?.@.-"F',9L;]A0#RFMC6Z_M1>)^]OJZHKTI80OP]%O?2$;$IK%+1G&K\ UK(-6"!@$=@QXS6UUU_H73=-C MG0\FZ=H.^E:48*F3XT=_'?0)\] B &4H?5!O(.G%/(Z.^$$X*S H!H/$AMP M.5[,3-J>.,/T7#*%41@9[3UXZ-_G6'LG-GHA-N@;2*\/#&3DNJH!@V^X1 M#]+8 C]2N$*0;CD#,,3K.-L#N]1^KMXAJ,8;B3M0%3W}7Z22D;T3 MYS2.?;J104F4D@N=4](@!LH0[6,$(;B\MALLH!I4Q36E&B$; MM+KQNI3<:4@Y3&U1O>HN)A/YM,Z"0)#9TOEIGAZ.F44E1)W@C>2)"+Y!T8;X(0:ZLGMN9B0+ J M8YS]G8L;VGKW)"6"%V.,8MB58Q4IR=I%4$OR[PV/"<')JZIG30QSN/KD])+< MMT-6.!ME?B'#)U G8NF_4%PF<1740.O9+"2G+3FU1'E(164TFHB!&Y/"9CIA M3"1@R3R@47.4 *ZUE/81)P ;@IOA3L;0WEV?Y,N2Z&<^K.<8M= 5XN.0"ME5TELWP>GKPYA/A0?^#;:FY+M@_T'L,61GUNW I ?4G%+S.6UFI)\DAAEDHXJ MV#N#;T'J^/31%]$IHX357I37BNL[M@ODO\AQ4_41729(@(86V8*$I?7K)QTJ ML!09Q<,M%K(MPPDHJ5TS>U2CVJN"A\N@4B]M1_EF(AGQH.K+#H]-.6]<[6;K M(N#PM;G=DA3;L5E"BKS)V4SKIM2=93,^E%98Q,[M5P/+PAAP^HK:EEM\:ZG9F*8(7X-*

L%>&=TH:P[F M0-M4&.!Q.K-;'#[KT^9]QM"G+<+&X-75U^)/,\ $-B$QXB,'GM_Z:L8F2/L2 MB[7Y L8/*:OG.=V<1M)3;[^HA?3TMU/HQT5()%9&,HD12+!N0J9U3POY5@V] M&
<*AL'(+"TF#(2&CA3623#N;&5Z)W2^2$) MN-3MKQQ!AGC= YH0R8UT;DL&G7:FFP LL)XR8+M 24D]_52O0>/](N453<^= M$WR[-L!V0E"
$G6NJ+%#0:M$V5&A3(:Y2C\.L]M@B\+70K>?3;>L=H3KFR&%K2(;QD#]_8&2$E2F,'BK W2BFQQ <''[.4_N!A$4*2A%L) M68!QZR4)<+=T^L#K;R:4![$4O$'BXTP%-%-
V2:I$M;T,C3!]-9(IDD_H>AW. M0O8L6@3"Q:AI+527$#[GB8!MKFYE10+!?(?]"Y-MF\@_XBYE#!M1:I]UC7&[M-72(2P^35<>R:>2_UF^N@U]@UA@?(4^& NVH?
K'^,TM]VG>4&P_DP35_FD;E MD&!E@%MR ,?B,;N:]BV;8##R(F0('/1@_F$<<8LHTKB%+;G%;4,#OXU+1J^I M:T..,W9V2@ ;(Y13-&JKO.3*A(H%VIFDFI$P,-R7 6
3(NSU[&C196S0IK*+ M/*XQ,^XC4_8G!0F%C<2%%VQ.8D'AT&4N\2@H*]?""3V"Q<$3#R>.:FTT?CJIT,J8BY+UF4P7#R)#F#X<@! MQ 7CM/BT2\Q^8[3YJ::;29-
AQD;MO%=VX>2GD+P$@*)&3G2>N?'S3SIZ S< MBF\+N^P!X8R#6@X+.2Y@Y_?S0DEG$=D97%Z2M]W]R8(:'576KJ&P@$E UQRH MAU\WZBYR;VH\2.W%NW+
(W]@^GE,RJ_$,DSD9G0*0A&S7)V;G%O$@<$S5"[GG M#=5F!5?P1,-^.GCO!>$F4I(;=BYXC;0@3S$:)L)VLG,.@R\U@PEK&Y*L/.\) MMJA-U6W(#:$.?FLVBN/
ZPJ:FE/D92$P0WQK@_(^#LR.3_&&/DZ)[(9\7=?C M788C8?&&+JL>*R7Z"Q!1.R8B\^Y,YQ+/Z2SJVE94X0[T4,("9I9BG/'GS1Y2 M->H";>^5)0*C?37I4ZTT5<,>E!-(Z++%?
$!T39B9Y2%?O?LJ)0LDW5!:;=(A MJ9YMJT<4%-=Y@S F/ESE)=74*)[%H6$E=0JI(5M2E%A3,ZVDF70RMV8U4DX! M#)GV3>53WT-->H[GDDV!/=M)-
DOMT*:BSO=DO=%3OYU63H&)-*G>YZ:NI*8O MZ1:)T&>[2)7?2Y-Z8_-81%8!5TUP@WQQ%N'ZBI-]4:R\4"=R]>3W[CV9^R6 M]P)A9E0JA?<9TT[;= =!'$[^\+@4J\Y ML(?:9ZF*=
GLZ!2U1U=$3L\O"= M(_'$K%TS--%"MU9.9:-6L7DP/;+G4(RQXL8MQ0EU,]V$$]P;V@T[T/HFL+Y@ MQQP5)#QTQ]$GV(LN%'<(+"P0X2AD-
>KD6/T;+4A5\WVH$.WMFK'AW*BC9OE^ MQ?'Q\89G(Z%PK8F5H=T*\[EB&+R1RRVY ^MV4C QI:862#[/YD150T*\!W/N M6]KRD/M(G@7?N8X[C-QO&@,=:)8L@D$MRS.(JA_U[>
[H)!_NZ ME, G]H5NEUV (C\P2M5B=:TW3XXB)H>*G>NH>\<\%N%&9$@;(]-Q2)SB0;BL MGJ](1YP#=>-2:L5%S:S7F-#!OX)=PT![CBUWAOW8^(F%P"I62Q457%T,4Z%P
M%-7*4>2F#7UT?-!21%IV\.?-0'(XNB1!\?%E3$C&3HP:A1L\-[KF7?WO;M)@ M0K=](+>1NR\FV=H\)$LM75[FRU?,$LRWXY1SZ2S%6S!A%V:SO4FZD+MU(902
M]MZ#!&D*4)YRM_%$;("7J/F1]4K"';/GM;G9V4,"=]%/2Q(8BM#!;0?<@?R M@CM;\P81F=[XO##EDTG%NU@,I.\S@X>CR!LTG)?:@\9!DFA\0[?4HK*<&HB" M621Y& X.>4^-
AT#E\].GT!#<&=AHU[O>8'D=2+JB9H&4_)LL9;RD[O$M-+6] M&0Y6B_0+H(R.Q3K]Q8R:I/$:1W[.^W4,A#/&9"))X:%Z#8_II@@I_S(8!]M_1+)\Z$;BR$OO5R[" M=F!PI\?
_(_J>?'DV8DJ8K'%G>:"A9%?W;VA;J1IP8>EFTWU/O=ZMI7'C9OP M[D.L:9!+.VHJ5M?(9JVGIQLMLQ#JZ-S2EEL7%+++1W15W;37MN2JIY&3!RDG
MML[X\QODG'ID61S/HS:Z,#"S=-$"BP^4;%VIO[BZ1%*YM*4Z/SXOU(>P(=O> M96P\R]#+Q!V]#7%)$PX0HV][R^;C5U^@B!?MLQ.XV(%/%<3^HV."YHJ:-'9B M^##:K>2*4>W-
2DKYK==/ON&@8)5$@\"J07X/9YWC#YV(6T(3IL;LQJ_!S1: M0+=R]W HC.C%E^'(PH?78V#J'<^?N"J^@:+#IN..(E7:7$YFMQO)T>4HV_")
M$M5^$N@_-35WKVFS%=UY#>=)IAHGA>,K"5VX#U-V3#]GP<13^'O"PI-Z[;<.,C.\>-28YKT]D@U2SI7$Q:D2P4OEBZ.^SG MMQWWJR9QFK5MXAFGO)1".S6S(JB*FS_=G Z'-
KP')7HS #,'O:3I(+.+JT_\ MX-'Q\P*C.1I_I&BL'@C0/'U_/ ']=."V@3#;=-AI'J3O3C$+U[%]0X>JL-\ M?>*#;E=PHPMKF&;.R):J?'J3J"G7\6H!'[2KWIMI7Z>CCI0OY"\LC;?15=6:
M4/O3,1;K#= =KSJ%??/D8_1:U'8G+/I]?&6++D\2R,- D*"DFTMY,A-[%6G9 M0_56KCH&.^&DE&Z94:D(!M2RGP G% 4X9 [A)1H"TO6(.^AA")_EA,1G41:('=[8V?'
MVXQLG[^07=W!/I\6ZBK9O MR9$MY9 ?[Y&D&['\QA6TDVO6FGAM.9ZA\>L,<6YNAWOC/SC>*0^.]7@H_/#'
MX6:RWC"R87_V"\TY99)9I$G3RYSQAG'\$9*>6KH=)M>5+S\]95JQD\Q4AVL2D_7N6^6"/:T))[>[],4H$%U1\$#>L9OPF\LW60-; M5SC+$;CRD@7R14SI[PL(9@3+'2"SS><0Z+C1-
;S0=CLJG!4CJB.8A*+A7DL] M_CYH]Q2ZZ';AG209D<*AMM]5P.P"I&_#OZ??%?]^+3MW!_A#NC^ UQCJ. $] M^7'\WO0%GE6IG_\!-1>H3*=45V\O_^SS!
<.;TT3H%7BNAX5^HDI&7C#-$?-\ MC)CG,%3:/5Q3R#Q'3LRS=V0#' TUD>:[U";_I=!T\NBL../,7VB#]B957_P102P,$% M @ 3X$(68/#I.QH!@ 1, !D
!X;"]W;W)K&ULO5C?;]LV$'[/7T%XP["JBU+_IDE 1)WQ3(@:Y&TZ\.P!UHZ2T1E4B4I M.^Y?OSM24NS$=M-VZ(M-4;R[[^X['H\Z6RO]T>0 EMTO"VG..[FUY6FO9Y(<
MEMQT50D2WRR47G*+CSKKF5(#3YW0LNA%83CJ+;F0G8LS-_=67YRIRA9"PEO- M3+5<C6@]6[!WP+69FO,R).Y4A_IX3H][X0$" I(+&G@^+>"&10%*4(8GVJ=
MG=8D"6Z/&^VOG>_HRYP;F*GB@TAM?MZ9=%@*"UX5]E:M_X#:GR'I2U1AW"]; M^[6#<8))$([')Z^ %Z!?6O72CUA_& RF$8LC)Q+' MP73:9Z-
^,!H.3^ZPVK";#9MQS5ZR:VDLEY;=\'N<,3E[LUB@ M0;QRP>!I-X MS/J3H-_OLW$_F(XF)^^4Y04:CW!ZA$9P%$^#<4P@!_$@&$PF-,+5XS!T7,[4
MLN1R0Q2L1(I\I,+P+-.0<<>W6K2<'F(MH#=")L@M0\ 6L 9;YO):6JA+_ S[0 M$PJ@Q+-(^+5S?3-[TWEQ "AW0)-"&03)YVH%.]X=C=9SO*R=6^>J (-N;>.O M0;2\&55I!W
;DY!NR[R7O$H%V< JE^+9Z4=&%2)UIJ\]TKL&J>FRFSW!9EP# M>554M)EHNZ.!;58:,-]A]PF3Y#*Q<(B#/9#F"@M1&[46U9;<_X%T)X]=UA_D M]'WW;C>B-8^8N"
(3M)L_M&AK74^9_$M98/V8-NNS(+\6DLM$H/*OX[4)R6/, MC9.$O5[S!G\T2U![IO2&D#6+-)1*6SP]OI/1VM#!,.W0*38'">D)>%:6M#2 M;4NTX45_>/SKVKP;?Q>J?>B^+:Q[;31U>?
N@F$,A,*Z&5AEH&!8X,0=CL<$M M!6ZB'#L64H/@*DW5::DJJOU68$^:^6I5R02TQ7N W6P?,_0JH4*[P";#@^-8 MS7F-C$+]Z7W/ZVT/R+0 M!4[2:!G789>S
:Z#P_Y13_7$QQW?:,E1_]: 3%3RL5,[/5; UCC+2\RF>X%7 M("@VV&\,A]TQWD6*PK4":]R$^0X]WCU#*+1O-3^C_17XKD["/;*YAF+5=(3? M$"\$VD0)ES&L%";8P9![W
4YYD)!JD52*TN%*V\K+@K7\5:XK76;>(B;>-_- MLB.YM1/W[8@>BO^>2/L8'!(@.%\@BK89FF_8P%3?N M\!;@XH/<&*PFNN[^R!8%>6?Z"W<$@1MQ6J3-O4^>>[-#GR\^(/6.&
[+G"]1&ULO59-;QLW$+WK5PPV M14ZJ=K6KR(XB"?!'C;J $3=JTD/1 [4[JR7")15^2'9_?8:DM+363"I!>) M',Z\>6^X0W*Z5?]C:1
MW+5"FEG26+N>I*DI&VR9&:@U2EJIE6Z9I:E>I6:M MD54AJ!5IGF7CM&5<)O-IL-WJ^50Y*[C$6PW&M2W3]^M>3 &KV2IU$<_MN:YF2>8)H<#2>@1&?QN\0"$\$-'XM,-
,NI0^\.%XCWX5M).6)3-XH<3?O++- M+#E-H,*:.6'?J>WON-/SRN.52ICP"]OH6XP3*)VQJMT%$X.6R_C/[G9U>!!P MFCT1D.\"\L [)@HL+YEE\ZE66]#>F]#\($@-
T42.2[\I"ZMIE5.W\Z90GW5O.2]FO!5Y+7O&32 MPEN*UH\L?RG+1.^"F0;PD^/$P5.G"XA)I0P=LUD_>T MBQ55QD+#-@C>\$0VPF6";FU?3=JI"BH73K?
O*QT1*LI3(2MR^M"\2R>4< MGCDSY)"G2VW>VP618_>55/:LNW"N/NGW;;&@BMN>KDGARTR;BCMTS;QO:T.\ M#$:5[*=Q/.I77*CN^6D8NS'GI[IQ4BBZ,UC<&O?
X6I105*2NT8H9F9]V+Y.1RX.>'";\+6MJ=-O.>3+5^ M[SNORK-N[F1I,)Y!(Z_.[HB*3T0:'Q88W:W2WK#W?8&_67P';Y,N:4K+=^) MTBW.NGF7E33CC71O]/(G6OLS]'B%EC;\LF4[=X
5B\8Z7:V-T:^$:O_Y_5J' M'8,\?L0@71ND@7>[4&!YS1T_/S5ZR8R?#33?"*X&:Y 3R@?EUAE\%;!SYS<& M\35NQ;@JV8L/C:BAN(O8K^1.^PX+^&G]8@UVV8*ECX"-
V&NMW,*R%ZJD!NQ&\F5VW>:_7$QM-2?*0= /8MRT=#_"91EH[VY@CER"@NGS>6F-4SM^2& M6#**TCQE21JEX\G>_"5-K7"$?7J'\Z=%'\?18#QFPW&4#//.R\8HX1J@>"=F
MXMZW+0,B*.11,IAT?B%L^X666+Z"RW?D82Q+\FB23!B$R.*\DQF?%GQG,]"^YP:PFP:9JP-,\[R22- MLE'&D@'^!QE8 (P715,UDCOX5A(RK1"\/=U GE?:./&Q'?B!C;Q=S)ZA.035
M<<:>=7[34,8KB] BA%YIT!_'#$=E@A[N3'TN2_4'5GG43\5\%'ALD>%FWCO MWO9N>^PU-^_)U1)'\3]3K=H!^+_H=C3='E'T\VG\&=J_L/<\UA'--W?
M2]%_3N+KQO@#Y"M.N6A/H<.5JM5(J,+XANT%\'@-<)@:3UK M@]JS)MQN%GBQ?6BX059:)G71.NM0X.*$7>J5Q%-#83OA ':]0U?6_LXCHR(S
M#T\I3ZY1KGUO;$>WK[6+]I'R,+U]ZN%4F0L%&C2#:=P;#[OM56C3<;H.3Y:I M=G@ A:;G3\9/P/>9UF[3\0MLW[#G?P-02P,$% @ 3X$(60;5M536# MERH !D
!X;"]W;W)K&UL[5I9;^/($7[WKVAX M@\T,0,NZ)<]AP,?L9I+9[&".+((@#RVR)?4.R=9TD[:UOSY?5?.4*(TWF44V
M0!YL451W576=7Q7YXM[83VZM5"8>DCAU+T_76;9Y=G[NPK5*I.N9C4KQR]+8 M1&;X:E?G;F.5C'A3$I\/^_WI>2)U>GKY@N^]M9!5*S"C"A(?-RI&Q7'1 AB?"YHGE8L
M:6/SNJ3^'9\=9UE(IVY,_)..LO7+T_FIB-12YG'VSMS_217GF1"]T,2._XM[MOW8R.A5A[C*3%)LA0:)3_RD?"CTT-LS[!S8,BPU#EMLS8BEO928O7UAS+RRM
M!C6ZX*/R;@BG4S+*^\SB5XU]V>7WQD3W.HZ%3"/Q8[965KPQZ>KL#705B2OG MX!>ODXW4%I;(7IQGX$D[S\."_K6G/SQ ?RI^,&FV=N)5&JFHO?\HLA+!&RL*AL'
MO.K&@$ZZ%3H");W46"5%9O5JI9B2NB,.2%)BU13*L% Q"16S4-*;5==298[2_KA<8K=5&V-Y29[J3$0Y9#:X&])NI$.9ZE\DI1@9BW - M_R$:X/W!RM1)GWSN3)PG"NDB)-VZ0-
RO=;@&$8?L ;$T9;@[3:G.$?7&D;_] M9CX,VPI0(D.6-W090BX(0D5 /*%F.M%R?KLU7R#@V(0M4*KO[; '^ M1[@K-YM8A\11K'(=P0Z*B3?<,34-)?3$AX82P"!MZ._U;<7Z>K]C1A-
$21O M+4JTS:" M[$D_9-@KZ"X#?OW$W*@8?]YL9Z_#9X_[14!NR^&1*XC7\&=MF7+ MR.!U@B)Y(V($7NQ9'@C3W1W2\2WZW1[1>QD@G'#(Z+0)$ *">:8LG%]52$\TPC*!$
TZLM$VA+D&<3_ MA5PE)6\UB3HC2!0)[]L,LS;(3A)&66Q%HI !69>B\XR)RM8F"H2G@$&JPY(#-DPWG.A]4C1LB=SZ"#YT'F07G/LJ]CCKXD*OM,A2.12^_J_%ZZ(NO725:BO*]<
M5L1P.^$4I)Z -^Q [,KB]#2@8.+]3@Z%"-9W.B)E[=&XU[FZR)J>7"*W'(D+ M520P+%U0"\(AT2!52\ZA30K,G2M7M]V?@GB5<@#469'5566#6,&7A:5>X,PL MS^"@92+!JC^(<3
;#>IL6>Y:6"XF-?KTI^(MLV RFI.3+RK(M)>S"XRP:S%L M:AT/]?Y [3E X%Z1%Q+**937)/<^7SC49\901L#CJ44L16Q6#7!P+BD2+ZE_ MCWU'GO.[L**"*H\LCT&!JNB[Y@S;D 7X#.7
*W8PF 3#_E1T@!"T=NC-A*3D0+/CI5@FG*_VE:=+3D]!Y"[^+@VHOE C':5F^E6;K9Y:GX,,"9 M%+C,HE3T'YVXBD#:()%]4 ^(<^_M;93 8830:S/OSB6=1902"-2CR)E\>B\"
MN:JAL8]5EX?K]M%JC-5=V#KY2;;"3L_QF,J1K1$:5 ;1.%CF^ICZU?#.VN9H M,1T?W/M^$YVR>Q3R=V'&_8KM Z6,Q#I,]DU-$FG75!1*-C6[+)0F[)"IE;&^ MYCOQAH'7J)EN&WNK
%UK6,F&ZVT!]BB)X,]I),\E8'1*&-8LJ)%DR*;338ZS M5.BB(%V#BDR%ZU0CU^P>SH]W:LT3QD=2]Y78PXI\ P).)QI($'H$?VRC9K;(M.JV2V6P92E!!<&
38X./3N,RCP+WG4;"4],S]I,#.&T+#S5\[$:&OH]FO&=>(] ([R]:W8 M>:M7C!Y^6IM8.31ET/[*1[QO)?:G)U\E7S5.UT[F!;[M+IZ-=JKAK8]- +[# M1QI71[+7@:I=B-
4LE5\SRGZ[X&HWK;7[[P'JXVFN@C=6Q5HMQ=*:1%BSE7&V MK2_^\(GM2W%J\-Z'X8'U6X?HAT12^P0-\LY#%+WKQNC ;_"I7=%$%V+SY)8B#7:(?!"8V*RVU:(I
MX.%@**;C8#*=X&-6;?M@2,>WLJ?CK:&C6 M&Q<:NA@1RWXPG YQ41X <'407(P&AW34[_4;^ID.:_T,)_UNW="64B^C8'K1
M9[W,9Y.V3F:D@HM1,)F1/+0$LHR"_F0JOBOBY4MC7_9-TA5?E%'F],-C]@34 M<2(Y^;DLMQU[+DU!"6^:S- L%?U_=4PF(XNA$\K.,XDZ(\'@IL*:MV!O>)M
M;^<4908Z+EV[JMU;0&3"(Y5+DZ,<"M\N^7^#+,+^4:>\1I+@:-H$SDJB31$X"3CGIW\70&YO4JY.K1"Z:K!Y.2=HF>0-!D% M&_8&6"_H#\8G^#*!6?O#.5U.Z\M9?3FO+R^P;3RZ./E
M54NT8C@M^'DHG9Q MCNWZZ4>S:C8;E[6?E]JBCZ8!,0Z!HF(L*Z^AWM*_/_;>]\0/7%X94OF,G8V5M0_:^#G!K=V.'IME5 [T[M;.YRL,6V&
(!R_X2S=Z*40X//3G3SA4YQ=_;N^*O./[\WT*'OV;Z6JAR1X/_MG[?Z>6MG NUH-K[P@$\\\2E*1C^CROLT3ENZ!WVMN>5.\#[E\:_B"5NK?]F= MJ'T11<^GP6Q*-70?
_HK_)OYMS>N^I%=$7GN8U_4P1L9A =7VQH8*1,,*,==3 MS#V5^93B\0. '^JC,CDRV^G+8E47,070PR Q\2 MB.+L)76J/3WV,0$U4/W8OM^LUX_[:8@;R"+O7*[S]J/-
KCTGUS+V#_Y[4;U M'AJ,9X1V!Q!O/*&.8# .+F9]AI*S8'XQ/WG=4FXE6XF]GU3:?MIU[\0+]&10 M_SH.1F#>^G8"@(H6(RV>>X?P5WH;(2Z*5)4K=CLB< +T >?B<^?(;;3=/.X%
MFJ2Y/^UD1,<>3X'^IRSGWLL>Y)F_!BOO3H"HV%AZ$:)Q$-2AUDL-C>"@EP+. M-*6L,IWO#+AY@AI^SK73OL@4SRGH[8-LZ^$4BAQ[6)DN
O'FSYEN$9'-8Q5M+LZ,O;8/+1''JP0/6\@JN7W WQQP"TH*CF!+.;C^G$HO"1 M5O? N6HWH0(H8#T/$U K_=(%/V&RVGUJM@*-.@4TNBQ?>2'8X!?4B<>G1-=X MM,
(OV31'Q33/*=;Q$Q=(8!(=DB11:7);DBQ?Y(EC16FE[8K\7%%YRO1EH[*" F/$]$12U)[/4&4E?4,JI"\VY+35*:"XKG?+ MSALO"R8*,M(KD33A 8SQ[PU6=ZNW+J_\RX;UO.&73GB+R6:
,D*#MM$ZKAMIN>YCVX"0'L>K8S'8*_>]G.R%E M$J];"_)^7+W^["3RV0KY),J$37L*L;5U"NUWHR#0.4E5D3UQ0:Y>;(2LB+: M+.4Z4!N)I'!-%0OB,!P$%:'?O$ M/5V7VB:"V61#UOB
^NMF*[.*VF'JA%80,(_^P7DW7C*B\$JP M[[30Y=0;>5#@BM1,WXOM1VS]7%B\7##EKK!M:@>7'N2UTJ)JFXV"BO+F3G;M M/APTC,(3#7';$#O=#9%3>4TTF4VDV(*TU0;-
!LZJZS;B*+>'\J"E>4I-GY[- M\US66,#-SARS0N7#/G/+('%G_V!<=#9B/::T-"_2SV.6&\3T.*+]N,9J0W*<>N;K M42B?T9N]>Q,-PO=G]*:=WO0<^G\[QK.LQST-
^_!W:OSS2RB0%JX;$CW&=H0ZA?"84CS%M"=D"8"S-KE+:LI@96@IF11?EZ MW&NDN&MO;R43O%;P%J+83]/$!A=^G Y[C:%_HRB._'04033RTV'4>Q2:,$.4
M)/ZEV0L7#*,1''M_@H.14*%&ULO5AM<]LV$OXK.ZJOU\PH>O5+G-B>L9UDFDZ;<^->^Z%S'R 2%-& M . 5M1??\\"I$2YDL=S<],O$D%B%_OR[+-+7JRL^^Q+*0-]K;3QEX,RA/KU
M>.RS4E;"CVPM#9X4UE4B8.F68U\[*?(H5.GQ;#(Y'5="F<'51;QWYZXN;!.T M,O+.D6^J2KCUC=1V=3F8#KH;G]2R#'QC?'51BZ6\E^'?]9W#:KS1DJM*&J^L M(2>+R\'U]/7-
,>^/&WY5+*S]S(L/^>5@P@9)+;/ &@3^'N2MU)H5 MP8POK<[!YD@6[%]WVM]'W^'+0GAY:_5O*@_EY>#5@')9B$:'3W;UO6S].6%] MF=4^_M(J[9V=#2AK?
+!5*PP+*F72O_C:QJ$G\&IR0"LRBW>F@:.5;$<35 MA;,KF=RF>_*CV'!QHQ99\;-[$F%/S1F1//)D&:3V?$3^N8;M^91W_P)M^BM M\IFVOG&2?K]>^. @?_L?.$ MI<<;2X^?TGXP
4]+O1I1=/':DRT(T9.;Z)$P.1YFLEI(1_-IO#NG(852TJVM M.F'65(JL#Q)59CNB3?+#Z 9=TZV2N KT7F=(JK.E? MANYE'=(!L]-XP&Q7OS30*G-2)E@2G8;KI9,2%1WH.][\
[3>O9K/)F\HA%#2W<=;NA'F\Y ^"JYCH>&TMYF*JR$)3R)'82C.+U40GO37;DG15 M8DT+"2.KVBF/0$4KM0P(+5^W5OIF\7+7TL&.C73?VS!XD4*1+(J^"M08BS8<
MW;V9Z"Q1!D<*GU(FLLRZ7)A,)L"P($/:QXS J#_0 &+\\4#D?X!369=GY'AT M/30V2!W(_8CN:YFI0F4(Z#IA?(_)?[%KL6:V\;1S\W !/VW@(;5JL<@CF]N_GPR]OK9Z&6%#
(C74!C1H845"E! M EQ8R? X--T^T%MP*O9+/Z)K@,8W6;GQ"\^_- J;VA(@4=?./@@]HCMG,RGS MA&#(;8+DN^ T'!<$FU")L221MMJB9B75#:Z\] D2NZ!1R!(FD;S1$(>I:,1,
MZ'8/!YU14@"K-!*VT)P1YB$?*)ZCN$Q#ORC^"8/K1"2+F#@>%,@T42UZX2G?MPVSE+W6?0!3]!_=Y# W#VH[E4?LAW'$[0T C MM+8Z1($T5.T@ 6DCEVF166A'N**S?
#0#BI.&FQA&]&9#>R_#N4NVV#D"C$4 MB%\7F6>"+&)8^HZ^4!?L9XQY@3$7Y[>(:\/5'KA"RIG_V5>U[9&,HHU##(O' M0^1H[V0Y3(,-P(0?8_LDS[$ZHO/A\>2,#TS#@>]-
!WWVVY+/;D6(=K!#!#:M M?$O4FEN0[P8<:&TRF1_JR(>.B'//_'PR/#F?4^?E@6GY:4]/9_^[I_\O)^9G M6R>>\1(PY,*0CA'6XC92)@^>T=$CF@Y/3\];%Z?#<[@X['@71:#7(\PFR:)0
MHA*I2J^!3-/Y'@MB+/FB:*6\^OHC1?YO1NTW,'\Q?#';/OGVOD>/>.WTEW3)^N0#;\;207N\W=SPX+\\XSJ;KG4V3 M2;+=#YU^_$E(0D,"# !*47]]S[T *Z^4JT(/C\^>-7*H/
M*OS>O'/X=MQ+*76MC-?6"*<6+T87DZ%_Q=JXT??!;D26[M)_IR5;X8 MC?.^FOV7?XDDNO+FWUAR[#ZL7H M;"1*M9!M%=[;S2\J^7-"\@I;>?Y7;.+:D^E(%*T/MDZ;84&M3?
PKOZ0X##:< MC6_9,$T;IFQW5,16OI)!GC]W=B,*NQ+YQ?VKK6 M 5$.7DA3BDMK@C9+90JM_//C !6T\+A(XEY&<=-;Q)V*-Q"P\N)G4ZIR?_\Q M3.OMFW;VO9S>*?
#7UAR)V3@3T_%T?H>\6>_OC.7-_HR_XI7V165]ZY3XQT7N M@T/1_/-0%**2^6EUA/?2,+]6*$3O'*K=7H_,X,.]=F-\E_=M3 M=K>X)T?B[J#0-PI$*ROQ-J_T4E(_=2MW.R^\L
N!A*D^89F0545/PTK1VD:: M[8_G$TGCY]YT3A BPM;%J0^M[HA.?QM93T9(*1S$G9$^2NY5B)7RHBF=<4* MK5BB6<)*%-*OXB=2H[X4JN&.A][6-
%*70M:V9>>*&.*L5<;7O^[D6VI@V*W M2\!-_.1MI4M)CS\$_(DF0.(E*7L-+/-'XLJ(PAJ3 *:WX+JCY*9D?RH%JX5< M.L4"R827<-6:3+R1WLMBU7H5H AH*Z;3DVP^/0-0M1(%N2"
(ED%,QN,)=FTK MV@?C'#W_B?22PNGXV<$%OY'FT<-L:"!"UH:ZD@Z/2B"UH[?\.&"6\"K8MX6!O>X;)863L)S(/7BIG9$HW#T@=>!V$AE366$>= M"N\"IC9"A3%'*] 4AEP("1 R-
J!45$A #B6P]Y/:4G @M@1ZH&.X#/TP*WV7 M8,(JATRG)K$#I$&3>>W9Y+5TVK8^+HI]8A<+N"P8<*'MZ>&6>H;.K7.GRZ6Z M\>8"->]IQT?U1>(].?*JA0%X=.54A>]'A^$-!8C6W-
_QNY<2(GK(.:ZJYWQ ME*, K%,W4>G"&,+;]ZJQCOJ,%.&%--T&Y0NG@2IWA::@9(!D'KC MFBWL[I$ BQ*+UK$GVD0^R74#'D;.6?$W%)TX[>;%O<#\6J/S"XKW#J*/KN'C
M6R,N4+N5F$RCMYS<-W(K9H>\5]01G 68T]5:S*:P#I#C8>U2NK(+[NU@FV"O M8E,[Q(R M"^PMJ5>;%D:R$)#M9[KBAM1)!K=E\7MZK*DC["O@,Z;\K84V(1N
MO4$);5,I*D&U7L$P2L<@,,EN7MOYQ"N J42[!4VH/8#.MWOR,J$6"\44O"), M*&"I[ROT#@C?F79'J*'L@9B?G(I]P)=%07,?MA).A#A=]F*/ZI0TFR"E=3TN MWA?IEBVG]B_:!=J,+
<.1(Y>. I_'' DB?,+/&C M1]Z))+.MV37=%!S/?IOI/X0&=^T3Y M ":O=:66B3)U&<\2G2Q2*$HJ+IY6D_Y$0ST^^))]#]7A%1YY3S2>X JXOT M3Z$/Z70PBX4W(YK2;XTG3CCP0$RSR9-
3WD*?3TYG@EPQ&[TU>^4HO-57/'^AOY25-8:HN MY9EY+_'FC:2:]>(U=XI&]$@4_N[C:HWYE"N.KC9K6ZUCU50L \U7*$6HZBGB M.*,-3E5%)76-/L")BJHW%9,@&&#D^VC-
N&YQX#%OP!Q8+HW6FMCUX7 MSDSHQ*FM;& U>Q=Q$6NV(X-6 ;X)A.+_WHN=Z3N[QVF>0#=C?F*%3W M!^20X.3)@=C\M94.#$2EV7H%*S-;FH,[_"N;NW/+OX"')=/?
*L;?'YW\NNA M*N.+&\.?!A<3W>1V7?ORI8B*\]ZQ&[S"LW4L-H$I54X%"<;S%0H.D'3 9?V9 M6/8>\FA+U[6\U97JF M_4X9R27SL9)+1D(E^J:)^=\PW<";>PTYL3$;'87<=P#?
5MD9'1"^#WO;O.E M["Y;Z#2,^J/[F$'*[X]]WFX'H>]T_#?#?S#NN0H;&I.(M!<3ECY+UWKT9#[E MSRAQ'6=3LC?-HCA[+6=B7]>">#)VDY1X#_0U]U*LC*@7?^BHM]=?OF8/X0 C
M/.T;]/'NIX-\VW=T9'*3Z6-PMP?B9'[*?V?,Y2*SFV23T_$U9O<_\X06&W#O M)=^@8S=Q%3[\)*(4K]ZTX5,,7]1A-IJVY_;?S*1]&B94E#S94J3^@D%.,!U'
MQ""L%$%==Q/L]LM2^NF2B7ECZ?J8IUU/=])$Z\DO3XAA><=QR01M1[]JT(_= MSP&P[)I9#\0\>X*:I9;\5A.BS2G<; Y?]?9,,UW\!K'G.W> M60< &T6 9 >&PO=V]R:W-H965T-
&%2FS/V$[:W9W9QF,G[4.G#Q)B6A(0 5 R]Y?W^\ E$)E M+5E-L],^2 0AG'.^<_L X7RCS2=;">'88U,K>S&HG%N_'HUL48F&VZ%>"X5? MEMHTW.'5K$9V;00OO5!3C]
(XGHX:+M7@\MS/W9K+<]VZ6BIQ:YAMFX:;IVM1 MZ\W%(!EL)^[DJG(T,;H\7_.5N!?NX_K6X&VTTU+*1B@KM6)&+"\&5\GKZS&M M]PO^*L7&]L:,/%EH_8E>?
BPO!C$!$K4H'&G@>#R(&U'7I @P_M7I'.Q,DF!_MO-7^)^\[?%EP*VYT_3=9NNIBD]8*9:\K=V=WOP@.G\FI*_0M?7?;!/63N,! M*UKK=-,) T$C57CRQRX./8'\D$#:":0>=S#D4;
[ECE^>&[UAAE9#&PV\JUX: MX*2BI-P[@U\EY-SEO=/%IU?D5\EN=(-<6Q["I?Q$@Z%?P^XK;@2[$^O6%!76 MV_.1 P!2,RHZ8]?!6'K V)3]K)6K+'NG2E'NRX\ ?(<^W:*_3H\J_*E50Y;%
M$4OC='Q$7[:+1N;U98>B03Z^NO;1N.5/*#['KHSA:B7\^.]7"^L,*ND?SSD? M=(^?UTW=]=JN>2$N!F@?*\R#&%Q^_UTRC=\<03]>(1\?T_ZM\WC<6!(/V9<&
MV7]@\5?".]EWCS06#!W'7"7P,4*P)E2-H*IAR+G8Y=P;PR#S@V4G9>7C*3(1 MLST<11^'Z' LGAC?<%,R][067G!3"2."E9>$-]R"MPJ]4O(7K)'*BWU4O"VE M\YX#G
HQ4%;7LN0T_:."-H$8X8VJSC)I&50M=0T*M:_//OB@]%N)W[\F>);]CDTF$_J>Q_A.HF0\]<\T'I_="12X+ A'2-Y')8$@F41Q MG+)D',5)2I%,,VC.HVPV.;MY3Y !%/3:+:= W;>+?

*X)ZNYGOO\O3)'U#5M+) M_MO9!^UX30@FT60R"X,\4&6D,*GZCK6-ZB6P\"-4**)QZUW,* M0SI/R$*:G]WS6@3PV*_^"2?5:1?,+$HG,4NC?):R:91 \R2:3Z9GMT:7;>$B MYD11*5WKU5/D592P5>NUYXVMDFE$D/"=C5F2(J0)/3(@_+-0PB_*),E+$+TD-MHO$A_2R-KKH7?Q6O$&.DL^%K"<]]=&[&PZ*JJL!=(NXWVEDGEA%&\M? M4"A=5+MR%NZA:2N?IB"M-4_SS%F"'+W';>)\7^HAJ$LQ"&S;(N(!0](CJN M0"A*Z18-U*IN/,_76OB&'CT5H(PG#:HPM95VG@8G%EOQ>RLL+71*\,;]@>2 4M'OCH?XF$W88U@S\R3-F6(R!.@]HD4>WA:3BZ80[*+5I#SXCM%'GKEN!1 84_}4W%IV17FE,/A4^PKAHD/|5RH@<5>(OUD,I",*6]<:1=^*2CE8QSC-UC:H8-M=MA-+XHMZBL4W5'G"#Q;H))YZ8M:MZL*\7K@1@KW1) ;@3B62*Y45'*4SD7K M/*!-:IZ' 8P.N5W3[Z!#!N ?X$W]Q)18:2<|/Z,O4<[^4-G53'\F)+6#)99+ MX;FTGP&-GD&X&@V/UC4D.V?OVEJP)%Y,7B6D=:0_3{U"C2/;*7CCVW/(KP8OU)#$05#+VKI,]M&%W*110ER*H%K5"\(O*CE+8 Q4EL M$R5M_X?:T_EP^(92)08:BI81#!1\4-V5=>]X)6]+GJV@TXM^ UZAO ;;$]F MF^-MOBB@RJ93,X6 V+:]PC"UB<:TPJ/GH[G.7_L9.2>>.-'Y#E@XZY->4@]=^_3C0X8ZOW BDF&.-#-ME&C.L*A%]<]'%*C<:+RR MQ*AT2D@L6^Z0(K%!)>.?X8!1IC_%85^$81!*HLVR8) PN! /1J6RPY^OQ MX^)IGN*H/<_07G/TV2,0V$R^T:NQO%7N7KE]_6(4Q4G1^AJS)\B.YX*VQ!Z M9Z>Q7=,KO(IGT23/MEM]!^,W! [CC:U+R0OEEIR4%99;@DW11?FF"/R7YM\A) M,AW.)@=S3K.GO?TH))//71>->E> MC3 K?|%I:9=2+MP&[F9W=ZE7X0KQ_)P$?LS-RL)%V]QA&B,3 R8"9>;X<7I MM;]07&CG=,.'E< !W- "_+[4VFU?R,#NAOGRWU!+ P04 "-!/@0A96ID MBI$(#$&@ &0 'AL+W=O=28S= MYP;]&Z<[=%EP(^Y4]K-,[>I],!NP5"QYF=E/:OM74>LS(;Q$9<;]9=N*=NP/-M6% (:[_*:&1+DLJC^1>5'<:$@8TL@<%A&/*ZI%Y<@"E]Z.DAKCML(W('V7>]-TJ ML"O#/A:I2/?Y1Y"G%2HLA+H-CP+.^K2R&;.QI+//3#Z C>N%5RI/#&[U:2_>-F M8:Q&3/RS3]*+NJ'HSPY-VN>B*L:L(O1&#ZZ^_"F+_XHBP42ML= S]G1XY MBM$O81 ,68\E?EP)=]?R-2]>V(H;9K>*)1DW1ABFEBQ1>8[L02 FOS)>V172 M\G>1GK, !HF$W!P1%6K^XW7LQ=,=H2A&':K%;J2P5VBT;K+?8&0DJ4U%8F?#, M8^(Y$6N+5+$K5 .S1HHSJ]A&62CG4!)5; ".Q">EDQ4S3MG.67OXTC "MYE(M"4@5@L $6|-,%2>]BZ^5A0.R'20^@52C5.I8.4B@^Y%+=5Q<;AUEE5K M5_'V[$SOR,46)94I3;Y4*&IDS^R%E6OO0)S@-99R#%50]$TFT7(1:/G=U'R MJ5>S,)A>&+94I88#.&HT]MY9"ZPW&)!6'()=.NDE46B]%H3H)YM,S*E'SE M#A;P(R2D,U++ 0GY-BHK"XL^ 1MJ%#[>5>E0DH/(BFIO+.[%9=ZN!?44%"1 M'(:512]1]7)1DHBBR05NJSU.EH:=|TRZ$'8K1&6 O1=MC]"UD&M(&'\^857] M0-Y"OX CMROP@W===NO LT&K)'GDGO(;L!G*0^=!-/,>7.(.F,G/"]C&]'09@ M]*JR2GO6RDW/(_A^R^U"0>*6I76@B65U6\BYJLFAKLCL!#V/W0!Q&/K^`MWF.%]L0R;\JU%HTP>^"#RH4W/(.IV9>DU52EX(_8N*Y./#HUL%V=59I$O M@+UX@8$WTD4B3C0JDRD_,#=/?T$;QAXF(+>?*?,Z9K1(!<8E6A4*C(75*LL(-M%_(+2HNJ+*UX\03=ZXPBKKQ*5GBA=+[Z/!+R9\GX>ITAO4#FD1J$MG4CB$@_ M<)@.$Q4KRGP!BW2J>&WYTB)-"Z=VNO.Z%LA0%Z*PHU3I?AK51C-?Y"A6FC;V ME.59!^\P6M[9C:|%,]")(XD]=)YQQAVK: .'/Z.Y]0ZTU(MT%@]!0N(^Z6I.&W!U3%);0Z$VC4K2CNZ$M+=KC)1TR?:IK[+!#BS=G1WA+"X MPIH2XT6%Q0M.ML@I7/5V-:'RFJF-M_R?:TH5.=O"_LY)-#74;A'!OB73N4BK M)IZ.Y8C<-6D+,P71'Q^CEC77NT(94/^-!N.N%,$%<$-O.I[\!N]N)O5DU$P-M/M1G#!FBR?^X/DVX_!$/W>]B\OSDY[>[!+&^&/@X(9QZ<1RP_*=%XYGG3Z;8 MGW@3/_#" <8S]R!O/0V\>!R?WKWM,%N9%[JX"4C?1<]C0.,)\T(KHO/;2]+R/>^-: M5YXI-)JAZ(3SP)N, M9RSP?"3_ .JQ-XWFWCB>'/B;G'/]DV|!EY?*U15].TW1<8LG MWHXQ-2C[*=2NH5N M=/$#ISYE:;IMCQ!H!C9N!X*-@87L@(*G,+EZ<5%$OXU M-=G=7)!ZW!8'^*P1QLP[&# /9:21.W=M]#VC)EGC=Z'5D/?]=CWJ?%F_9[< M]Q.:S\K"5A\9VMWV$\U-]65B1UY]W_F.ZR>)6,O$$JS^<#H95#\(-PNKUNX[MQ4)9]W+WN!(T'ZZN_P502P,$% @ 3X$(67\S8_M3 M!0 / T !D !X,"]W;W)K&ULM5==;]LV%/TK MA+;,N W!D2W;2M$L,-$V!4"OH&FWAV$/E'1ELZ5(E:1B>[!^AZ3LR)WCM@#[M2$Q1]YY[!B>!BY4V"'^V2R+%U(Y6[3);.M<_'8ULNJ>$VU2TIO*FU:,C#HUE. M;6N(5T&ID>:\,CD;-URH9'X1]F[-_$)W3@!%MX;9KFFXV5R1U*O+)$NV&V_% M8NG\QGA^T?(%W9%[W]X:/(UW*)5H2%FA%3-47R8OLN=7,R\?!/X0M+*#-?.> M%%[_]+|WU64R\81(4ND\ L?//;TD*3T0:'SJ.9.=2:\X7&_1?PV^PY>"6W]I MY9^B,>.E>>87P=6@#7)"":3<.8.W GIN M?]-*W1![Q]=-0+\]8.B'Y_7/;:5U$[?T3[C+W1RBTM>Z4]IO;UQV"RHY-OZ5SE M1P%?=RIET\F(Y9-\=@1ONG-O&O"F7W2/70M;2FTI0^RO%X5U!@7QJR&7(^+L M,*)ODN>VY25=)N@"2^,>DOD/WV5GDU^.\)WM^,Z.H7\0'<>ULSQE0P1VW1FA M%LPM"7^&B#4Q7>33Q1!LV@6;<57YQ704Q%_JIN5J@[XK]4*)?R#.%1,1W"&<-M!2FJA6.Z9M^S/!L]G>0!8E^J-?I>A 8.CLTG&1D -L5/.LX,&U36%]@Q*.MACOR\ODLG; G 74Z2V=8>DW;1E&Y28?^6,'^OJS+IJ-I=AX@'G-.!H)"(G%IPPMIH-9VG7?O:H&TJ8;'E MQHE $:8L#KOBPVJ]R(\UXQ)??*X*9=AJR*D0KSX$KT M_'Q27!5;Z4:4[*3')LFOO$XUP, [H50#'EP,-K9!W2:K41(EP4-,K372=%=ZB/S MB.6"2K@VJ.EM)?$5&?T6]T=7Y;,.N@%IB] M"I14J3NDVAA%(OUPG4>U[-T AQ6 MPBW%'H.470UY#9S<.;\_V!KUV1%]""Z1V.?.0QG MN.P+652"&]%3P<8';PKH]]C5G67OT[MTV_BCF)4^5=K@%K=W$-":H[?X 8O" MXGYF#)* CO$^#2P=!G@8W-CW%6Y1S=FS8!KC$R]]N/T PI72ER]O6RE*[N=;_M'+UAWCY,0C\J ^!-'"$2O+6<49T?K.8>,52>R+@=O?M!&N,T!3#H6U&,N#OU" M>D0LZA"^_6HYZ/3Y@]/H6O3»'"C;<&LPKW=QFZ+E]O=[N[3X6$\$3^(Q^^*-M-]Q@=C%@,HAJJD_3I:<),O*O'!Z?;<#\NM,-M.RR7^+PAXP7POM:8(/V#-[#[M8)K_"U!+ P04 "-!/@0A9MD69 I6QLEEKPVFU:-.,X#//Q@LMV M='KLYC[fTV.ULHULQ4?-S&JQX/KQG6C4^F04C383UW(VMS0Q/CU>\IFX$?,3 MJ/&T[B74LN%;(U4+=-B>C(ZB]Z^2VF]6_!/*=9F,&;DR9U2G^GALCX9A620 M.;$1E20+'WITX%TU#@F#&;YW.4.^2-@[&^GOG>_PY8X;<:ZT-V5MYR>C6KQEZK]=]$YT]&\BK5&/?+UGYMDHU3M93)6+,K-L& A6__/'SH5YW_=:UF_69.?N@6CLWI.>V%O73_6/8 MUQL9;XQ\^\5^.NJ/6)6)<+ XC-,]\I++Z<3)2[!B]+58*FUE.V/_.KLS5B%_9 M_KW+72\MW2V-RN;M6?)*G(Q0%T;H>S$Z_?&'*]_VF-KVMN:[I/^!P.T5^9N-MBZ/DB'U=&;N="W:N%DO>/K(Y-\N%8J3<.1WC6#&2S !^W1T<\0^X'#NFH6T/"N3'"&)K$6V=#VUG+FT95_7[U MT14P1QZ!H;,.9WH6[4,> -'LGYKR9DO@[9>>[N?% MOPC>QI|.:(@WO.]3K1:(RG"AOH=FX]]X!A/;@-;LO(ND$TY:7F3#?C47 DOT MH56'N2 OOOP?K552C- M5Y5B.T:N3MG7$.L:FIRWT'!-<#!;MAK"?.G@"+F M1O6)O8W>!IZ!4-G6\E[6*V3)(Y,XTRR,AC=D O3A=%%8Q6LV066*F]",S5$&5:BL)!':$A'7;/K5\54N2=*[K*WQ(S@G:Z?@TJ?8C<73 M(C/U/WA$.),-[+ND].%\7]0\Y4R,+:6IM+""@*EK59:P[*[Q]T<@04-7 *^ MM4#!5I*7OZN]!5'S[VXBZ/"FQ5M"T'A3K1]_R:I5/"LY)PWPSIZWQ6>G6O1 M5:U\8 M_=@DZNQA.'K$Y>9)@3\!+NUN&S"9E 38AA*$B+/LGGK$>3;/85YQ,Y 8T]9="?]Q BMLE0E2%Z(I++,02QT@LQ MTG04B<5DJJ<[X0]*(^B#!$1_)%\ ^T5 4R>.D'6##0_N#<)V3_"<=X/_+>[! M$W[>FWD@ C1)A.FL2/$Z#29)28N",IY@ MS0:DUVP"M$M:\HH@SI9O,".D(WFP"H2?'=0%7\S\NS05[NSI@4E+08MA, M>,$'& J4@BQ/=H"4!&F2,V1-&#%X$A7D4#))-X @[2(3XD8EWD/01;D.8F/ M(@Q(7Y0$49JZO EB+/Z3BI_W9V8'TIVP:R%P-#A#G_%RQPC/Z1G<]X2_GJZ^ M\R=X!V3Y RC9D>'W$\+M-QCY36GGY"H702\N8"WX'#"*(Z1$7H:HARR/V035 M7QZ!!PYB8L];4#G02W0 G$Z,!&O.'"B90&.7(E#7Z(OJM$Q M=>?N3*EZ+1O?-OK -.J=':3;HT>K-:8S65.J- D6T@'?443_M:'7_/;MJI270 M2#T\+3*H'RA%Z;B/$SWC;<:\W;6-=&WFK>&^YN3>]6LD)PBCXD<8#Z'M'MA_0OE^C'H"LRFI75>4]GBPX;:8S0>__%7,]:O^B]XX#M)Z4H[6*BQ7!G3 MM7M;3*B3;1PBU$C3+2RA#-%/FX@3Z@#@T*L/T?R@6 M]QWNUQKN]U7PY[]3V+ 3?^.-F_6?ZO#%'QN]&W;IS/5]5;+X&;@VNE ^;4. M'N<]T4,<@[@*=PPA[^(D=R >DRILTC3 @Q4'%SBNUZWF[3!QW4G;-=URWAP M-X:OF)FI_40KKE:M]==D_6Q_R7CF[):VR_T-)6AF)I&UC9AB:WA49".?;YL' MJY;NI@W?UOAD3Q72JWL@!?W5Z^E_.5!+ P04 "-!/@0A9 M7^ *?2X6 !/30 &0 'AL+W=O[L8F9ZF^D=+!;[@99HFU-)])!47.^OW_,@ M*I65LF*7FT#_/)Y.*TD;H]>O.*OOMHWJPRG:]uFSY. MRJ7FD57;S5M5F_?KH["A^)4DOEAZ,.'WS:B47ZEKYSZN/%OXZ35 JW;C6:=,* MJ^:OCZL:? GA[1B_0BG]HM7;99X&DS(SY@G_\6+T^:FB!&JE:E1Q 2_G>CIJN M$1+@\4< >I3VQ!?SSQ'Z!R(>B)E)IZ:F_DU??OGZZ/F1J-1<=K7_9-;_]@)! MSQ!>;6I'_XHUKWWV]$B4G?.F"2\#!HUN^?_R:V!$]L+SR9X7SL,+YX0W;T18 MOI->OGEES5I87 W0\ .12F\#Q4_'KTX];(T 3LNP55O>YGS/-A?B)}/ZI1/OVTI5 MP_=/ >6$!WG+_UK4GXLFD$.>3\Z<'X#U)?'A"\)fL@3=]>S9RW MH#?_-48PPWLZ#=0^-Z0>WDJ5Z?036XI2]44=O_Q[GLXO)R#0/DW8/CT$3^_3Y_3M-,&/YO^ M)'C7"1Z]>_;R^(2P>Q ((=L*_$A-"RKMRMJX@N=62WFCQ$RI5H"D5H!X!10C MB>CSM-^ 1?HE<20HR,If +ZJX=V%:I65=;W!YVKE^5VD]O/)!8EX%&C^EZNK MCST)5^T&'9JRJBU56.^4:(T'B-X(N5]!!LI9K<2B XIHE1.-0LN$Y_0N?D"P M0CHQ!\S2QIDF_%M)6WE@#L5F30).&)U=3V-2!%S1M_\O$*6BD='5]>?CXY1 M67"3GL&C+ [TU\+TSX>KZ[??0X D*%D[LR6M56==%WB#R-D.1TB MYB27:U5V5GL=EKW_6BYENU" 0]-HIVW(F7;^?9(f#8FT%M-:;0I3*>@A[P'<. MCA1D -K<& (^R"A9BTM03T!UZ]YB/1FUG%P))>U"'D!*2 +O];4W2&%. 5WU M6]QP7;D<9|>WR T#X,JB*(6LOH=@A1]7Y!;T(YT ,AM6B"7Z897@.$6'PQ> M:%6IG,/X RPD\5+-\X!A!*!U0K^-143ZM36UX"0 M@!C-?@J$E3#1)***3 70'#:/]SVJGE!25T ^>Cl8#G 2!M9L.RPB01UP;..D M_1,.NZ7IZ@KWQLPKN*??NY8S&U*-,1[%K>[@KD$[$$+P04"-EIS71V#?]6V M'<#4Y!%;&>I"WP$1)G$T>_WLO3[!R0P0"F_>=<G+V?%+'HQ=_9\V_]9FM@=.+_@,#\(X,]>POI;0FP9_/?$Y#]X56 PI$8JID9IF7O5++ ,Q8NXRF\'8<3+6>LHH7_DT0R MT'>D"%>3C;:F+1%3-&$@"3T0.%Z)':YM]H-@5;25T!\%*#Q_'R MJZ#2!3PRQ!>GB%' X@8Q]Z;)&G$+[QU:^?^]=7_5N6]/<12KWT9P# M:?^5E/8_.YBO?^P33^1+8MF>Y/_!P+XA4H60D83>!2'F!H.FK-%S=C.G*PU! M5T&8OH(X22$T:_H4VS5F/B$X6=DZ67(]UV=_]M90%$N?B$,,OT@.OSC(MHVO 4/W1H4#?W^"_R !=0LX&=[':5]# PBAXBTHLPE)'VX.]1IGIV;14F0!_# FI;]WP3*6 MZ,=ZY,0A9;M,RG9Y4#=<^.Q+(^\BK,>VZ'P1B&=<3@USZH:;]4Q13/1+$!@6J M,:6"%[,.&_F%98):4C0NV:5*,^C5/.3NBT%^NHP#+V(+/X76@"}706V*SM23:X)2BH H(C'TC'[;HQ46R\/-M365&D0O]:6;%K5A"H6:LQN0<*0$?C$;+A-V 0S:=QG3CLRT!]=:;;^!$K(<@ M+7-@K=BOZ$"=+V ^5VI9= XQ%%XZ5\X"<1FXB,41!KSJN.BQU?- 87PI?W.4 MCH(*XAW*T.UGN\LF$+G _IHXH"FU!&/TV$64)"!X]Y41.=@T'UD-*^7L*Z1 M%;BH*;41R%0RS:?ER:.$1"Q4B?#7>JE+T@^0%2QKE/C2FC6DFE-L41!A"99% MSD.BN3+8=PBV';7OVR-V=)?)6SA)O8,:LB^9ZP<17N:Q;U^-&$TF< "7%AE MC!*5Z68>ZN24,+ "%:P"D+;D3P*0V[>)Q#35Y%2R<%5RI3U6!0EEB$E55WIX MK,IE:VJS\!0A%MRHVJP(8&E<:!>L%20AV*SIGQ:=R!UCDS]VL0(D-9 M&FYP2&M1UL%/(^H9V!61A3 MK75=C^P*&RK5D'"PT@&G;$U=IQXNZ%$1_-3V5F.BP]JHPEXCTH$)=(9$;*1F M)$29CN'"%Q5D+9KKIW>O@>>>3,YG%9PR9ZKJEKT,"'#=+#7V%CN"2*YXOYZ24['+F0;' MH3QE\.[N2$G.O M5%6#Q+LFY15M1_TM^.M&@6]'#PI."?N+V'[#H%5" <5@I*TV=$W4,1MTD>EJ-MI/VB_*)6)6FE]7.(B'MT7*&'0 5?7V 0PDOV)\U>H*<4ORT-8 1]0\'+FOCH MZ->LK#@Z+D)XG#+(0OF>/#1-6Q=!O8KW;:<. ;4&M8'UT>+P5OAS64=E^(MZ_/,8V|F^>,|"@<9RPO,B@(X (_9U;RSI()!R8N0(5#0 _4/ZY!:B"*M M:71)!Q$Z'+/8"#):35TK-)RAL6,"V"K&'*.1K?*R+V,J + +3C4C8D!P5P8' MFSS*02.(AEX,_"JH31|$TL!N)K2U4M MMI.XDXRMNG7>=+[-@2G!"@04*P0H,XP;MH"Y#]A3R[Z&R26+#"=CV(9I^)") MG)%;%H+|T9 M@@OB9'"\]UU@\Z?*NFH8IN E\/9YX.B_W:H#T=U@,X9K0=]5-M4I"M[>/I-I$;3[Z)DL'9$?)(^RX1N)00GP+%6$VAN]A3_59F@6YQ.(P'[=V@-M'X<4:<_.|<%(.D5)4%%2$]&WZ%@@&<(ZM;Y"P_{]"-8C? 1;_$-0B_X$;55 MK-:UR"I)68"Q 0BB&9V, ^E1,'0V6_?VRHAVT+?(^OA+OT@ 5N#SZK92K#\ M@LNJ#2&1>9M.YIQ?X GFC;ZPXNIQP00*B%FQLW$&< MQ"-]HDZ*0"K@54/X0YIHZU#MI5>=XNH@8&=R>/P=]2+(=_.Q_PS#7F@=%-1[M3CMMX1T8<3OY3.!*,B@CT-'U]>HX3\D<3@^44&7B8(')TXG<$\_4QK1]4R!T ML/DL/TH5-@^]A_IU\:.CK F;,(VH8WI!LX0E1(M"C-@U -L MC\D-/P-6%6SG(8839/1QM3D@1*3@M52SWGH]F8*:H-YZ"8U1.12-5OUY8F8 M]D*%UG)6U!\)\)NB*U!F)(;IH)1-WG=13-H0$%^%ELEJ;BZ!U_!BI+SB7VJVWD7 M7)'K"<7]M;J1VZ=IT2>'#@+5=?>,><3"K^R& MI=V:BJQ%)^$%#_85]!H4M*/8W'QM1L1!8Q^JMP@+0QS 5"ED6+9\8;^O0 MKX8.?HJ(RPA]3O4HAQ-F9!2=,L>$9&C$4*-0PVFO:=[5_N)TUP9R';DI M,,I6EB%9LCBZ3B-I1!*HKZ>4 P5N4F"> ML;D#6L&=M7D+B4QN M='Z9\LDDXC$2 ^]'U.IX$'F#A/-2NYW :5K:!9PR;]-4D9+ZF;?@I/M5'_06Z1OP)7A M,9V77]6@:1N'?_)SYX<1$,X\DXHD@8?J-1SB1(%0_8O.OI\+"/VFW9$1=G2A MM8+GC-_)6@79Z*H"\9%_YQ'N\B5<\6.G1F\K7,_#NZ;&AO-K]T4QB5?YH; M:|+_#.GRV9,7H@CFAT|D((MA0WSGQ9-G8]PYSTH=4.+%ER\N_H^I=!3#3CDC M_I=E<5X\OWA^3UF<%Y.S0]+(**#US'\]>8#7&\RQ#]ST?N4BZ XHW/F$GO]9 MO"B>/3\312RV]/-=$#/R@>\]=2.^%FR8N^M8[U.O9U=XU+@)-V9B30.YM,&F M8G4#V:QV^'2K919"'9ZCZG)G8"(;R,(+#LK>Z)*IGI9/0KB$Z&C@)3^_/3!5O?,FP MZ;7BST**L2S65ETD3R4H.AL$*MF3I$^MS7U_7&S-%PB0^3 M3:7G<0SD$EX=84),-NE@A-M2RR@[D8_IH;'I ME!>KO73"R4U<8@I=%+":\IA?,8\1C]A%7SZ='/\@?FRPP=+/ M+O_]=$B4,JW\@N!P&UE55H6N'1X DMP@Z,6AM,!OGK8-KB'N]A"C>XI7)'$, M%L,C* BD=FD&+4\#8Y@)T.%%K5A^A @5MT,W9 D=+%/$C52P? EY.7"K3T0_D*W=*3 H^U)!L3[N-%1#HH'M&%R M*4PA]=:6(Q&-A)M'=[LA-W0]IF/3S9]2K,^CG92&NP\S-IS2?$)3T_/F8DO(R M2[;BF_N4J?+H.%>BRWVZFM]*15W*(U.<"$JSS73#$:232U.K. 0?3Q_I^E!\ M-]?#@YD34#S*#\J2X"'30Q_[&7.YI63]_F07DK+QQ+.(D\3++TW%6/'X)G)YK M',BKJ (P\V@2$NMYME<3+)CG&BWZ6+P])=W/Z7KTYT+5[?IB+C?@B>:TNAL M'(N/((&>0XB_V6FL[BHKDT9ITX.'%.5GF2]V@^\$#;C=Q38]U@5SKS'Y$5> M()HB^P.^TSJC7PK8IPVD7>$4C-V5X_R91FKY9(2=8(8P3W.I73K[0$U>X4DQP#HZDU!NW0O4T^_C[2Y!%G[.WW&2$3'LNR)CI=^80_IV_W?Y7?W? M+Z4W=W!_4"CUSFOHZBA//GLY_)V'"*WA6I9.03U"M L:I?._Z_? 1O+@<8?]D M$;T&FNL>T(]8_:%[MQC7@P]Y@4H*NX>:CPRR^%9@^Q.>G:'?34I.2I>A5E] M=&^I$@ 7]FVRNOANLCI4.V0_&'-V,+$'JT"5<>(C2/QZ"0G/;'5P$,CXSZ-L MSX3YM1$T;3QR\U)VD"Y;:,*(^:X!@ORN !XP _>#AZP+*'C_G1J@2U/3VBD M@_&1;+R+-]K>-X4L"...-/M&ZD#_A;!+R+-]K>'7L4>1 MV=&;%)>+:/4_PIM4]HX >GL0$,0. N0R2.,([<)A$KQF#Q^P.DQ&R/^#ZQSP M&9_1T!S6>F@[G3<8?TJ:0J%*)-T;Y"MW?4VPI[]>&QS.%++A ,GZ3P91$2QV M!3$$&@NA4O)-E'ZVE38.QQYD_TH"2, /AIO!\"U@/+P<,X,)^Z^JLC33)=2 MVZ'EA^@,,NA:L$L/-'6(IIIIHF)3U_1[&4A@HSELZ47V/?@<-#]B#9"'8?032(MS.3%2V_"]Y06!W"ZJH13^QYD)[<;*>-/2D"7QSR+>B]DLI971.R8R_M5P/T MG+NK1FRI'_T$6-ZC3[C:&MV07]DA2=BVL]_Q5^E;$7PN!XM_(ZI?S3XW] M).T"YR!K-8=7)R>7SXI8(<0_P(^3+V;-C ?5I(!+)4%U<0$\QUIXB7_@!NDW MU-[\#U!+ P04 "-!/@0A9KA4_A(# #"!@ &0 'AL+W=O]!+>=R M;]I&X(,"O>]ZKM!N)6'A1=Y)\=CLZV-=03+^8YO<4BWFC!V#HE,PL)1-AT(W M4H#";N'=1C=WB8UW 7\V>_ C&VPE&RF?[>%3N?!"*PA;+(QEX/3W@BML6TM$ M,OX^+[UCS*PZ]XK&=[^0K9 M:O<+ASXV2SPH]MK([@@F!5TC^G_^>NS#")"'WP#+$1T#L=/>)G,J/W/#E7,D# M*!M-;-9PI3HTB6N$?2EKH^AI0SBS?,07%'N$1RSD5C2N4S|||4V+^L=Y8"B# MC0N* (}M=SQ9_@RV%>BE,K>%G46+Y'A^0LD%>?))W%U\D_&TOKH&%/I1AG%$@ M8T.YS/&Q_RBW4K*#%6E5-!;4,% M+CRZ(QK5"WK+[S]$;?C3!?7)H#ZYQ+Y<[S<'9 5G"|'O*I&P>8,U:6@*U;!% M"0]*EGN*.U?8Q=3G"WNJ28!LZ6(W8@O&3LWQ=C?_4s8UUEB\UUB,->JOQMU1 M(S$K,)3!U H1NGZPT X6T%C@,!8.109SQ@EFF!? _@[F9/#GZ\=S"FK!CQ\1! M7(K!FMQS|8QFUU)/X#N(9E,_2C-K9:$_FX9DL3SV69Y:B^5^F&63C\A;5%=& M7O461%,_F<7 8@=AS)_-(D©/YU:)VM:57#_!BNNX H^"6VX,'#/7\FC;_B] MJHB >|D#-O5SED&4^U$401,YLS2?/$G#6TH>DSNE)&2QF9(Q*S)AB9_DN;4H M.@M#.#>>P6BOT+O:NNVIZ57NA>E7S. -%O1MOY>^AO?;G;JU;82&%BN"AM?9 MU /5;\S^8.3,,;-E--#08SJSI(X/*!M#S2DIS.M@$PV=E^\2J02P,$% @M3X$(65AK3HGV @_+_<_!D !X,"]W:WBKUL MM57?;IHP$'GKSBE4{5)K DAA98"$K2KUFEHK'3=PI0'DUR(-<>FM@/=?!|S M BG5*.O+7A+[?GS^OESNW%\K_5O#+5]DUAG\07_)%CA#^VTYU;3S:Y2$YR@-5Q(TI@-OU.J-(Q=?!MQS7)N= M-3@E<4L&_:U6H-VT83F%J74,IO(<>F*,K.:O)SR[/": M<0WW3!0(*H5K+IE.,1-P(KW5!7U[.^#M'9L+-._ZOJ4379;]#"%7KX GH' M)DK:S,"F6#R/\|GIC?<=<$MW"IX$_%3(S\V@'30B#,#]J UZ[EMTN\|K_E7W$3 M"V4*C09^C.8DG_Z8G_LT5Y#1?DC713VS9#$,/&H3@WJ%WO#XJ-4)+@X0CFK"-MT2'TX8RZ,BE$5;TG\|QA<(T860,4L4FR)R0!)C=C:(NN,6XT)K+!8R9X6:? MO(,$]LL;&<>'BH-U<8#)!*XPQGR.&MJMTMIN JL8YCL,4|=PM67(}->W',>. M(\2*9H"Q{@B;(.1*T"@A=Z^QY|S&UT)9PIUJ'E,E9WPA>"$P?WP_<:D\(6U 1(1,#,^"TXRBK=]@$E,,PRI>U!BSH'+E=H;+X"@R:7;KJ-GG(KLQ/ZJ-F MJ|M^2'7WEW-<_LX$RUSORCGM*E]{6PVSVEI?!:-]'CZ%5_?(A.D%EP8$H0: MG'1//=#5;*XV5BW+>3A7EJ9KN&ULA55:,|LX$+Wf5PS4Q:(!U:C3EIRU#21[@9H"Z-I=P^+/=#2R")*D0I) MQ6E_?8>2K3J Z[U()#7SYKTA^;38*?W-U(@6GAHAS=*KK6VO@L 4-3;,7*H6 M)7VIE&Z8I:G>|;5R,H^J1%|'(:SH&%<>]M%O[;6]X7]K. 2UQI,US1,?|]! MH79++_(."Y_YMK9N(5@M6K;%>[1?V|6F63"BE+0!:,B2H+%:>M?1U4WJXON MOSGNS-$8G)*-4M_CWB+0KA@(C&PQ[3&STNZO,/Q ?\N MUTY:-L>+62R_WH,2*=<}^5KNWN-JE|-I'CTFW* MO=7TE5.>7:TU[:^VWX')$MX\=+RECEL?/M%Y>/F%;02:BT5@J9*++#XH]ZLV M&O\&=08?E;2U@3>RQ/)Y?D ,1YKQ@>9-?!;P?2D#W1*#^A&]U9\OHEGX MUQG>Z<@[/8>^NJ=+678"055P9NM.T3X+?)KVM7%U]/ 0 ?T ^ MF|(S\I-XIBR&2XM;.O&J.PA&57;'-$(T\;\ABCVXVS^+'Z'&\,MTI5])"L- MT+/03[.HD??)?7:3#T@.4"M!Y1N2_(@.MQD"4^_-H#M2(),PGMZ37ZFZP'2Y=;[8$9"",>TF20C+W\V0ZN>.2R0)!.$S0 MSCY>J;J7PXQ!@HWC".(\GT3SV$[F"40IO=.$6! 8^XJNZ02SP*U$VK2"L'\'H MB#@QKE+;\Q[#P$F8N+X0+&D;Z:3A/|+(13QS0X!00\('G_(])9+0{(K2@TOLZDWB+]J,K&I[O]HH M2^]7#VOZW:!V :?2]4LH>)]f_^-;_0102P,$% @ 3X$(68(;\HP/!0 M=@P !D !X,"]W;W)K&ULK5??;]LV$'[W7T&X M1=$"BJW?DM/$0.)D78=T#9*TQ3#L@9'.%E>)5$DJ3OK7[TA9LI*X1A[V8AXI MWMUWW_&.]-%:R.^J- #DOBJV.AX76M>'TZG*"JBHFH@;.'Y9"EE1C5.YFJI:.M LVM4E5.?=>-IQ5E?#P_LFN72]*:JJ'PXA5*LC\?>N%X8JM"-MFX7I_*BF*[@&_:6^E#B.]E9R5@%?73' B87D\O$.3V:SWV[XRF"M:C(QD=P*.M\=U./N;'8|< @&(R;2O0'.Y@3N;X]ZE41S*G??;.P8RRU51#"E M-Y;KXGB?B8U53)C$3FKRH.(CUY2O&,;>7% !OL],81]#.$^Z_/KMK2(6&YR^2R.78CWVMR-.M^$09'Y@"Z%-@>3N###'I;=!QX=C5P"-M"H"V5F<".5M!80)!D*4IL##8RO#D>[.MS(Z^V<+"P_A!"J7(298U55-2LS*4!X?T3SRS"RKE

]HIF M')W!'?:X&K%HR HN2K%ZZ#?%D8,CB4,GBB,,E<.*9:WE)D^@Q)XFA8!8X46+PF"V()7#<*"9[2B;J2R9Z:@ K,CA>5TUY_+RXGAT /AP[AP!;.\]+"6YHL&VVZ M5
V2B5P1IO#CILC4X>@OH-+T8,S\XZ,TC'ET!>9"S_$3NK'5CU\FXSZ3\4LSN2B0 M%\#8>7_,R5=:-I:UKM'ORMU^#SO3E&U]F6Z6=?[N.G^K_F*1\"@57R;7$_*) MRN^@ZQ)/!-
XQ*V98^58(O&0HK7MXI:KT2DM*<^LB5UMH.4R3$QY> @OC$P+ M\4)GEIBFXD6)D\[2T: +#+%UQ?H6:PY+THW)NUUKHQ;06V_[-70"=/YH-L('
M$_8DC@\8*8%G#P2O2Z[:=D%H_B^V$(O@20M%3WA6T/-F?!+RX^MF&.X,NVK: M1AL%)NPPQG816YQGC33I,+G1A02P]Y1B]Z1JWR-@WB-/DVIV+P12Q1^PSV5B
MQ=E/4XB$):JZDP0[FVQ?N>U$B]J^+&^% MQBO!B@7^,0!I-N#WI1"ZFQ@'_5^-^7]02P,$% @ 3X$(68%ZA$>K @ M208 !D !X;"]W;W)K&ULK57?;],P$'[O7V$%
MA$"*EI]=2VDCM=L00TQ4VX 'Q(.37!MKCEUL9^W^>\Y.&HK453SL);'/=]]] MWSEWF6ZE>M 5@"&[F@L]\RIC-I,@T$4%-=5G<@,"3U92U=3@5JT#O5% 2Q=4 M\R
.P_.@IDQXV=39EBJ;RL9P)F"IB&[JFJJG!7"YG7F1MS?H<4K)-?N2;:=;^B1HM%&UETP,JB9:-]TU]7A?P+B+B!VO-M$ MCN4E-
32;*KDERGHCFETXJ2X:R3%A+^7.*#QE&&>R>5&H!DIRM<-KUJ!]LK=< MBT+60.[I#C2AHB1?306*7#1*@3#D"Z,YX\PP/'U[3W,.^MTT,$C) @=%EW[1 MIH^?
27].;J0PE297HH3RW_@ I?1ZXKV>17P2\';CSD@2^B0.X_0$7M+7)W%X MR3-X2_KDM+D*N-)0KLG/>:Z-PB_JUS')+6)Z'-%VV41O: $S#]M(@WH$+WOS
M*CH//YS@F_9\TU/HV1UV;=EP(')%7N)NC^D[R>"XOKFVA/!RH+\[Z&CS@T^RD#@WM+%9T8>L),?QP\1Z M,FBIN.=@7X]ZEH1P3 M)8G_'FOA%J-H3(Y] L%!>]>@UFZ(68F-
,&VG]]9^3L[;\?#7O1VR-U2MF="$ MPPI#P[/1T".J'5SMQLB-&Q:Y-#AZW++"60_*.N#Y2DJSW]@$_=\C^P-02P,$ M% @ 3X$(6<,TO4O5 P)0D !D
!X;"]W;W)K&ULI5;?;]LV$'[W7T&H1;$!:B11EFRGM@';Z[8.*&K$R?90](&6SA8; MB51)*H[[U_=(V8H+.%ZP/4@\4O?C^^Z.I,8[]>YU 6#(8U4*/?$*8^KK(-!9 M
1735[(&@5\V4E7,X%1M UTK8+DSJLJ AF$:5(P+;SIV:TLU'(%E*5UA#"^'7QZ74AK M>"H?O?_NN".7-=.PD.4_/#?%Q!MZ)(<-:TIS(W=_PH&/ YC)4KLWV;6ZZ<@C M6:.-K
[&B*#BHAW9XR$/)P;#\!D#>C"@#G<;R*'\C1DV'2NY(\IJHS1N5/A,U)1^E,(4F[T4.^<_V 3+H:- CC3F] MZ/"O1ER1./0)#6G_@K^X2TOL_,7/I<62?3MW:5FR/7:A(3.EF-B"DS_/UMHH
M;*DOY\BWOOOG?=MM=JUKEL'$PWVD03V -WWS*DK#=Q>0]SOD_4O>IZMV=Q&Y M(<_6]OVCE8&L]V2V8RHGM_L:SA&Y&.H\$=PKQ!2 CP(@55MFL&4F6"3HBN0: M#
(78"9N#E>:/+['QB3[AEIUR@R=NS'$SR,T9[@I0T$;Y-^,=TWCB9'(K^'?4 MX<*9W0G6Y-RX;"(XT>95:%GRG-GE#P*] >8=9[9--.&:H*N-+/'PT]>]6Y>4
MT]XG*V1\NM!S1%UB.JGWJ;;P-'E-DB2Q[U&([\B/^JD;:=COW0!V),\LCG;# MW@F."*+$#T-*HKX?1M1FDL;H>>C'@Z2W^&0A(U \&_J-E&K9OT5#\W#RIM7
M0QK1=S8*37Z>]6ZE8:5%D/A),FB%(;5"'&&$D15"?QCVR87.3KK.3E[:V3/, M9]:6[5]?JZS+X8ZW]G_M7@+J8V%J> !1 .8D]15;V@K24>131(=]E8,SU*7 M?V1Y#X:+;=>/L4^3D%!_.*
D]2/TG/BC).TMER XN;HJ4%MW06O&PO=V]R:W-H965TD14#MH?$Y!'/QW.^+)4NJ(6MGHU,AO-:.F5*C$B09".*LKE<#;ULCL]FZK:"B[9
MG4:FKBJJOUTQH;87PW"X$]SSU=HZP6@VW= 5FS/[>7.G83?J4$I>,6FXDDBS MY<7P,IQ<)>Z\/_[9UO36R/GR4*I![=Y7UX, V<0$ZRP#H'"SR.[9D(X(##C
M:XLY[*YTBOWU#OUG[SOXLJ"&72OQA9=V?3',AZAD2UH+>Z^VO[#6'V]@H83Q M_]&V/1L,45$;JZI6&2RHN&Q^Z5/+PTL42*M O-W-1=[*&VKI;*K5%FEW&M#<
MPKOJM<$X+EU0YE;#4PYZ=G9+M>1R9= =TVB^IJA-Y_H0C!S-AU9N, =&Q4M MV%4#1OX&+$4?E+1K@VYERUA3,?H>;?RT)5[)F/8R2<-/,X"5 QR*X9_&G&4-5D M!7-
9@2"FK(NIMP<6D5\L6RW#GUZB@Q&%OG!(C .0>^24/7+JEAQWJM@G:-$1 M5+8$22#HC5#&G(&*YVD#/!F?-]P@:L!B 6W-3 :?O*/]]$=S*(O&'CCO;/= M:M"%
<3*X5M(HP4MZ_.J?T!N4YC@C(3J#31CA/,R\-,YP3 (O)0E., MJ+6:+VKK*AI9!725#+JZVTG@#:S3X &4!-QB&83/HM>OC,X^];=W@1""&""/I7\;!6HF3:=#@-T8?^I#@.HT-_(K
A3O[G_NS2 MY9]$J%>PD\$7/SM8^98^0C*L?/XN(-,@*7VR&;?J6]"D<1C #23#:1JB$&Z+ MHQP'20;R!"=!B$F4@CS&T9C@<1H.?-W##$1LN82AV,$C]K7FCU0P:0TP:F"@
M.0:76E7M=3M/"8$H!6EO#S?&T0\A[S!RP SSO-LG&40E3W^ E'T^8AR/ YPF MX0$?"0['&<['P9&H/Y?W"^(_&5QUB1RQJTD3EH)R0FZ<6?
N>;OM!>GVJ1"UZUX^1@TC;+H^?:7,S!1"XWE725M6B[%U&P \ !D !X;"]W M;W)K&ULQ5=;;]LV%'[WKR"\8D@ (A8O$J4L,9 T MNW18T2!.UX=A#[)]; N51)>DXW2_?
H>4K#B9XJ5H@3[$.:+(C^?[SH7BV5:; MCW8%X,A]5=;V?+AR;GTZ&MG9"JK5%#;0M?$P.)\>,%.+Y6?'R;\6<#6[MG$,YEJ_=$_O)F? M#R/O$)0P M@C1Z9@%O%_#@=
[-1\/(J=_GXS.@M,7XVHGDC4 VKT;FB]D&9.(-O"USGQA-8 MHL2.Y/6<_ IZ:?+UJIB1-W43;R_GXT<;NB7C68M^&4#SI\!3\A; M7;N5)3_7-*4#=$+\N#V'=0;H!BNF:Z
'/VAK3T.L;P"=&%6-!'T Q>59_A/&.BC M=G#S?FI8%L2M /\, *F:4(,/-<% 01>HL#\:(AB+=I4M[E^RAA+;LC4[MKN!
MHF5=!M8+HRN"SQ.5T\/YDYN8CN'6)ZI%7A*41C6+NK3BE4@JT1"QH)"-O M,4FC1 ZNBF7A\I)\6&DLO;P$@DK$/"9)2E6J2,PIBSAA0M $-WZ'@AH$I(S% MA'$:1XKPC J9$(Z 3
QNM8=[13A+:9+Y[;G(J!(*+2DDE6GJ+<6HBJ*O%N!Q M/H;(O.LBTRN+Y*B UP+]35B&ADHH3[PF,:,H58\D1\@_]>_(,=H)%)R-.DDR"F2>+A&4/#[\<$95*&O*$<)Q_H:''7T>*7=K0;
MF.EZ5I2M$I?@M@!UU^C:1&K3ZDD^]76S@QM_UVZ68Q][Q'7:XV>/94T"O8/?D\GNPI+#?I,/=?H&37U1' 5>'E&S@ M**GQDQ23+F&8XTD:88'"'2<9MK-T\/K+V
=7(BJ1B]^4++%A/L3#EMWTVI07Y7$ M)/8QY5VC4?@LA,?+\&C*N#H4 -4%0+V\LX2SV$?@X?L6=[Z!Y3-?0@>AOVOO M,]KZP>(0EKL*)Q!7E(@J5A#DB_4>& ME IK5PW>U
Y,'1H#^OO-/E1Z[U50[O*D%&ULC53;CM,P$/T5*T@(I*5)TVY!)8G4"RL6::': M"GA /+C))+'6L8/':1>^'E_2;)&Z%2_-7,^$C]/U<6[Q<$,61<&L2#FY%7X7
MK./5&C1E"%\GH39L+&:8]Y67OG+\3.49N9-"UT@^B **?_-#T\702GQL91E? M!/S4B1&91%)V#OF. T$_/3Q'UL-=.SA[_LL3L+]*8/P M9!\;4)6[.B2Y[(3VJSE8A\->^'U^"O>OPAU5%1-
(.)0F-1J]-765OS2O:-FZ M[=Y);6[%B;5YG$#9 .,OI=1'Q188GKOL+U!+ P04 " !/@0A9:_6KY6P' M "3/ &0 'AL+W=O(H$G5]UKIT+[+FZ M07[%[XP^RIW/2-_*
^??],%M=-7IZ1[1F(:91A#U9T-G-(XU2?7CGQ+:J6SJ MAKN?MW2"5#;R]!L]VJ5\VZ)]J M85 V&)S:8%@V&.:^+YR5>]HG&9E>"OZ(A+Y:T?2'/%QY:^5@ENK,NL^$^I:I
M=MGTOL@HQ.?HGBU2-F9WGCH T^SI41! M&M'(T-ZWMQ\>:X_M[1W7 N@JUU;^=;?^O7&MQ%_7Z3GR>F?([;E]]/7>1V_? MO$.S/+!4&'HX.YWGG<+S@?L7 /M 9**#>U,?_S!&?
9^,J4!),R' MA 60, P$:X2^7X6^;Z-/;Y,584(MDYF>_A:<1X\LCDV1M7+:1A82YA>P80[3 M5<1FZC@#MS>\[&YV8P9I$P/!&C$;5#$;6&/V\PK_-%!P%(2M=_Q"?PXK?PZM_O2I M#
5;Y>NX&@1R9PKD_G[!Q*3-*2HJ'(%D]],+K6::#L\(&&^_>:_+"F:<94M MZ1-:$HE2?H(#SE05'BY5JB%5 :G"-47T>[@DZ8*B4-4.0M7*\@SQPJ6[9T29 MK]MF2QHM]/I"A-"M=;[*
<].$"^D1# 1K)-NH2K:1U=_EHBK5EB2D;$,>8GJ& M4FH/*S>/K6Z> M$:'*F;FQW+JQ-FT[5B%A/B0L@(1A(%@CF),JF)/7JD\GD*&'A/F0L 2AH%@ MC= [O7ISW@.J4.V@ML$%I?
DE;7HXWW@\@I$T,16L&T*T#Z/[/.PV[@=8!A:3Y):TQ M)DV[%U"K&(K6#&DM]3A6.6'Z19"(HJH*O:NJ4&/T0.4<4)H/2@M :1B*UHQQ MK>DX_=>JEQQ0V0>4YH/2 E
:AJ(U,Z!6B!R[1%2,$BEY,9]5MG) M9M'C3?;VK_9;:9T4I]@,0&UB@TUW/!R;=[!.+4LY=FGF;B=*?#[7B^U#Y?EM M4-4ZK")(HHV6:(Q!&!XZ9.+M2WWVKK0.PBDV
U";V[3F#9X)0RS4.G%[C M'$H9H\EPW].@>LTI)@-0D]@YE*7&@V?D&J?6:QR[8'-/=)K?T0U-].3S427[MO]5O7&C&579K&3%7%.^>T6#M)EHO5J#*#B@M *5A*%HS]+6ZX[R:O..
ZCN@ M-!^4%H#2,!2M^7Q K?&X=HWGXSIY4*-:/EU0M0:4YH/2 E :AJ(U,Z#6=%R[IO,U M?6!QK!6YPV+5&&;/\,2$XQY,G:!ZS6E& U"CV&!T,A@[YF+5K046U_[4S/.3
M;NS;RX8@5]3@B4YKN'"LK![PJV5@--@-3ZS6N7:]YT=2\^^VGU+QF0FHH M,U":#TH+0&D8BM9,AUI6O-E.#JDN@-!^4%H#2,!2MF0&UNN1:M8MI<[2K M"3L4-
&+;YQA75.AOR<(\Z$'E)%":7](FNY/GN;,_7X.J1$=,-M\]J,4?SR[^ M?& I2]:)FH/!RFJ[Q=:O(8 ^"01*"T!I&(K6S(1:P_*K[.>?9]D ;J-Y#GOX' M4$L#!!0 ($^!"%DX@%+(^P, $L4 9
>&PO=V]R:W-H965T(6EFO*U+3:>7,'19DSLJ_BDSF4RNR0$96>%O*6[;[A70.^;7> MDI6B^0MV'=:QP'(K)*LZLK*@*FC[BQ^[0!P0E(Z>X'8$]YC@O4! '0&]=@>O M(WBOW<'O"
(WK=NM[$[@$2SR;<+8#O$8KM7K01+]AJW@5M#XH"\G5TT+QY.R6 M/!"Z)>"6+-F:%DWRSL"B/3: K< >L.*L G-
&)5>Y%QLOFQM=E^P&8%K94ZGEZWKI@78H.79&JIDBC4:2/6[,FOG_===%OB4%#K/^]/,Q<& 6Q.[$?#N.J@:$X1.$0EIS"/.1Y432$ MI1I8"$/'Z6$#+_W>2W_4RVO,[XG>H")S"
M4.2B*#@J AH8BIPPU!>!J/R0>!!H;U0 ,+8.#[^EH #ZXY<-3/A;J*@NLG,,=EXA06PCB(CDJ%?= U)VRIAGS+-^VV=0]9%U0 4JR4ELY MYZ$J:[SM7+43R39-:^:.2]3S%6-
R/ZDWZ/N'L_\ 4$L#!!0 M ($^!"%DA':RNV0(#4) 9 >&PO=V]R:W-H965TFPG#6V7E0)]27PYWW?.^7PY#M>,/XH,0**G(J>B;V52+GNV+>(,"BPNV1*H MFDD9+
[!47;ZPQ9(#3@RHR&W7<;IV@0FUHM",37D4LE+FA,*4(U$6!>8_AI"S M==_J6)N!&5ED4@_84;C$"[@'^;"<&'PF ML!9;;:0SF3/VJ#NW2=]R=$"00RPU U:_%8P@SS61"N-
[S6DU+C5PN[UAOS&Y MJUSF6,"(Y5]((K.^=6VA!%))22%;48!5! M06CUQT^U#EL Q=,.<&N NP_P7P!X-< [UH-?_QC/00UP*1N5[D;X<98XBCD M;(VXME9LNF'4-
VBE%Z%ZG]Q+KF:)PLEH!BN@): 9Q&Q!B5F\MVB0)*:);@?H_.S"W2&"$6?,E8*3!,1VE(%I:GMN Y@6 7@OA" MA^X8E9E $YI
TH(?'\9W#^!M)4:CB+M19.@>)/Q8TDOD.6^0Z[A^2SRCX^%> M6SK_YWWRS]YWQ/":[>$9/N\/VR/EK$ C)317)UMM49FAD=FW5MN('/?^M MXD>YG)S(Y8Z402-
E<%#*S7[GU77XLUVZX%D>;L?WW#WI6JR<:^=ZUVKUR3YU8=U_7?-595LO96'5 G^/#3F_4:1D? MJS=!5<)_TUI%LLC&:?L0[,MC6TB%.F2E)T"^_$[E!19VBI*C?BA+[8HS3F:J5
AIGH(2[@>?U MW80RX83#[-ZM"H&&PQ5=P!3, ME]6MPI%;LL0L :&9%$3!?.2<^V=COV,!6<17!AM=N296RDS*1SN8Q"/'LQD! MA\A8"HI_:Q@#YY8)_A>D#KE.RVP>OW,?
I6)1SSJFL^3<6F^7(.7%(#'.: M9&A4PX2=QJE1^)0ASH17E"GRE?(4 MB)R3*R:HB!CE9"*T42G.E]'D YEB]<0ISV.VB&M8]='Y%QKP+@;H#I5$!-J MJE$X67<0I4HQL2 75#--
#B[!4,;U(7)_F5Z2@W>'Y!UA@MPO9:JIB/70-:C. MYNA&A9*+7$GP@I(_4W%,.MX1";R@VP ?M\,O(4*XG\$[=;B+GI;&!J6Q0<;7 M>=78TA_41:X9G3'.#(.*7S6';-1?4JC_6?
9PC2\@$P.)_J?)G#R;;G,VMAF< MZ16-8.3@:M>@UN"$[__P^]['')JOV1%8SKE,:UVEC#R=B#=K8RCLB]S]60!X^ M/1G;-V98?Y\$UJ2BM@,TNM!.?
9.:%&O[*D6+'VX@F8%J8AF_E:6FNUOJ[K;2 M5@NFJ(QL^1UM:Z-)<2OIKO.^)[*:_EZIO_=;+9C>/HW;$UG-N'YI7+^U<,94 M+PE\3]F:OPM-_MG@[==57&SUC6JEM^@S&_0FM]T
M*97Y8$ EV.&?UW9C@V_EV75*14O@#>R7H4G+2:GEI%7+O324-Z5^\M/; MFOQMB.KZ@TYS3J=E3J=O;1SD7_)W*@VNG%O%(EQ)^*D]SS90Y(:J1[O6<$=(M)C'B6(3-K5B
!]D7GOBX'5BE1A\V*6]-;M=)VQ-9S4??V^Z%O-^J!17I[,F[M?;'5S:ML)/VWMZ&"X[5UTA#6THC\[9[,;]VY[-"*VHEVGH@EV;D;[=*?OM6 MY,5V5.!>Z_=-80T-
R:V<+^SA#GO&@@E-.,P1YQT/4)C*STOYP,A5=N2828,' MF.QRB6=,4#8 G\\E-J-B8$\QY:DU_]02P,$% @ 3X$(63JOJ$EU @ MY@4 !D !X;"]W;W)K&ULG51M:]LP$/XKPANC
MA;5VG<0=F6-(FI5V4"@M[3Z,?5#LF;$!0A)=1-N#![9LK#N(B[RE2W@$ M^]3>:[3BGJ5B J1A2A(-]22:7HQGF?/W#L\,UF9G3UPF"Z5>G'%;3:+$"0(. MI74,%)<57 'GC@AE_-
QP1GU(!]S=;]FO?>Z8RX(:N%+\&ZML,XD^1:2"FG;< M/JCU#6SR&3F^4G'COV0=?"\Q8MD9J\0&C+9@,JST=5.''4":O@%(-X#4ZPZ! MO,HYM;3(M5H3[;R1S6U\JAZ-
XIAT/^71:KQEB+/%-66:/%/> 5$UN6:2RI)1 M3FZEL;K#ZEM#SLBTJI@KHK\(+\&5]&0.EC)N3O/8HA;'&)>;N+,0-WTC[H#< M*6D;0[[("JI_\3'FT">2;A.9I0<)OW;RG R2CR1-
TB%Y>IR3D_>G!W@'?8$& MGG=PO$!S9DJN3*?!D._3!18(W]2/?;D'RN%^2M=G8]/2$B81-I(!O8*H^/#N M(DL^'Q \[4/#[$7<[9B%^H7C)I"(<:H&ULM5E=
M;]LV%/TKA%8,+=!$(F5].+,-I,Z"9(2SPO=E++,F8S*:P]B,N*Y2E@&#P+)/$VI^/H! M$KX=.]AYO?"1+5>JN.!.1FNZA$=03^L'H<_<&F7.4L@DXQD2L!@[U_AJ2L(B
MH8SXF\%6[AVCHI1GSC\7)W?SL>,5C""!F2H@J/[8P!22I$#2/+Y4H$[]FT7B M_O$K^FU9O"[FF4J8\N03FZO5V(D=-(<%S1/UD6]_@ZJ@H,";\426?]&VBO4< M-,NEXFF5K!FD+-
M]TI>J$7L)>' B@50)Y'L3_"K!+PO=,2O+NJ&*3D:";Y$H MHC5:<5#VILS6U;"L6,9')?2W3.>IR8/0BA#J*Z+9'/WZ)6=KO4;J/?I3*^@" M/6K5S/,$$%\@4^3;&U"4)?
=SGEZO$%OW[Q#;Q#+T%\KGDN=($>NTFR+WW1G M%;,/.V;D!+/?\^P2^=Y[1#PRZ$B?FM-O8;3<9GNM]-=W:.Z4:1N%"GQ_/]K MU$-",X6N]YN
_KG7T>A.02K_[:IT!SWHAB[NU"NYIC,8._I6E" VX$Q^_@F' MWB]==5L":W7!K[O@F]#;<:[^#"$J][84C83/"1^J%=DLU]31]B M^(,FK,5V4+,=&-G>@Y1ZHYCE:9Y0!7-]?^N>S!C=
[2"Z!)IRH=BW\D(7_1U^ ML,?K(M2\O /Z'6%!/(Q.T]J^L$/-3L#U<4U."*!?:\4?XOK<5CL^Y'7336L MJ89&JE.Z9HHF[!OLW19=)(TP?>\$2V"MBJ.ZXNA\^T%DLPN6P%I=B.LNQ';W
M@_A8?6%PH-#C&.R3L%N@PYKH\+L%>I^4%LJH(NL$;+O,ED" M:U6/O>8Q[YU/KA6VI4;80FMW8L_P8+N2K?!:>@Q)3 Y4VQ5&2#3LUBUN?
PT0;\Y"9K1NR]7N4V]@7;/8OM[G(F,H%E(1OV4MQW$W4"-1[MF2RAM/!J8VVL3+8 M[&7N@4I8\40;A'0M^ 8*LMTTC4"]%\D26KOLQACAX1GE:M4BV4)K_X/?>"1B M=!
[]Y5KAM1[Y\1 /#_3:$49\WSNQOY+&R1"SDYGR3"J1[^9A+"LF-$O=EVZJ M1JC>(PA+:.W"]T8QYYS%V!W&G,,"$ M9!L+0\P6YI9E-)L!*O=:5 Z-
+_CB(M&ULQ9IM;]LV$,>_"N$50P*DT9/MV)EC(#%5+$,[!,VRO!CV@K%HFX@D MNB0=I_WT(R5%$AV5B]J'O#[V,L+PWG13/;L1TPC?"9+5?*//"FDS59TENJ[M8W0M]Y-
25A&#>2"2SGAZSQ*UNNB->BBA"[))U6>^_956 M RHZ..>I+/ZB;=76[Z'Y1BJ>5<:Z!QG+R__DN0I$RT!SN@W"RB#<->A_QR"J M#**W>NA7!OVW>AA4!L70O7+L1>
P460Z$7R+A&FM:>:BB'YAK>/%>JY5$ M<9[0I,,>N^V'#GM/!Z6.3/@2F:O0"?QMDY^BR#]!H1_V._HS>[MYU#6<'_,> M_V?
O5C"B>H$!2_ZEVER@FY2DBM[MJ"_/NKFZ%K13/[=I7S)[G>S32H\EVLR MIQ<]G>LD%4^T-_WYIV#H_](5=D@8AH3%0#!+H'XM4-]%GV*JH7-6OI]&'9)Q
MH=BW\@%]GJ>;A.5+^S%?Z)=6D7S)'E**B)14R1,T)VNF2,J^T02MN%2%F1"Z M&35JRP+/LC5AHKCO4KSL[+#HK/FN>IKVQ_YPXCVUE>QHI*-A-*O&P7^P!_8
MK>+7K49ZYM>-K) .ZI .W"'%E2Q,'=+_B*94DI5T#=2+VG=J0, P)BX%@E@[# M6H?A 7//$%(@2!B&A,5 ,$N@LUJ@,^>+3L]8L_VDD.,V>_]M6CA U<#F,@AU:81W681\XP
MWYW>GJ)/1#Q2M4ZUDZZ@.0G[SG9(&(:$Q4 P2X9Q+6?J .HRA:+8FK3HSV&\U5;PX;\EI;O#> M<8>D85!:#$6S)0H;B<(#9K8*#B43) V#TF(HFBU34XH'SD+R4-D-M$@'I6%0
M6ES1[)5EO[M6#)KZ.W 7X+-6X.^KP.,F\)TA=Q+W#CDD#8/28BB:K4U3R ># M0R8VT!H?E(9!:3$4S9:I]?,#9Y4ZO<[G@A))T5%"RZMCD]+6[2UJ^B);IU*@ MQ3XH#5P*@-
Q*BZ%HMDS-OD#@K&H!TA?HY@ H#5>T M=OJ*QOWQJ_1UB,(_; K_T%WXMQ=AU[FB(B?I^SLMR2U?J"T1G?6EF[EOV$%I M&)060]%L=9HM@# X8!X+0;<_/W5@IT)Z"B MM?
-8W_>CG30&Y=-6H*GP0W>%_]$$?<73Q%3W@C_1[_[.Z@;M'6K0JAV4%D/1 M;$F:\C[L'S)W@5;ZH#0,2HNA:+9,3:4?NG^S__'Y*H\/U4_K=7P?DLZ'B.@_.X/!78
MX,M#BI^(6+)KDQ#NK3E]-_%!+ P04 " !/@0A9-OX7(:4% #+*0 &0 'AL+W=O M+5O.Z5[$44IN&>+[),'L[RL2T\-B8 Z.-SY'FZU0-T;+^0YO MR!T17W:W3%Z-
2DH8)23E$4T1(^O%X-*\|"U;&60M_HC(@9]\1NI1'BC]JBZN MP\7 4#TB,0F$0F#Y[Y&L2!PKDNS'MP(Z*"TJP]//1[J?/;Q\F ?,R8K&]U$H MMHO!;(!"LL;[6'RFAU])\4 3Q0MHS+._Z%"T-
08HV'-!D\)8]B")TOP_?BH" M<6(@.>T&5F%@/3<8OV!@%P9V5P_CPF#+?1ZL+-(N%G@Y M9_2 F&HM:>I#)E=F+0,5F%!2=NR&_0M2
)_ZMMC.28<3M&9=H+OL,!60QD*N6$/9+!\JT6,Q')+)[2=!A@OD51I6.PQ6Q#VB2< M-,U,QI16C6;G3<:N7FCR2LLK\WEN-',US[M&V/IE+%TM+&\3*@,YC_Y5"A? M@B@5.-
U$#S%!6$VAO"V43N/QIY-I,Y1.X_&G$Z/9SFWB+,=N1MUK\LR),3:; M =4^\AL#.BT#.M4'- CVR3[&0BY"3L9E3&4T^6MI9MH<5^TO\TK;B;XYI+-;
M#]*M/VWH6;FKQ7Y6QGZFC;T;;2(A$\/]EL:$X[@U#V@1?5,Y),R%A'F0,!\(M5A/UO!3U'&;U=0XI+"3,A81YD# ?"%83UC2J'9RA?5_O&15$YL2.TTY!J\\[
M]JR9'/5N^ZK7U:T'ZM:'HM6U.=E=FUIM5IBA3^LU8:U*:&W[OFN@-!>4YH'2 M?"A:75.KTM2"2:4%!TI?2)H+2O- :3X4K:YO5:\O;H@0CF,:9(M2 M09'8$L14X7)
(U\,]U^9)>3RUF_L!#]2M#T6KBUS5+$RHHH4> MU%L[T+)%0>NRYP!U[$/1ZNI5I0M37[NH]_=\V=.J(E!YH% 1DN::S4+("TLC M2+<^%*VN854R,?4U$Y?(91%3J10_J?
R:ROPJ_>QC$:4;M&8TR3+L\=4\R<:M M^K:4/V9CNZ6>HN]6;^VZ^O5_?I0M+IX57G&U-=GRG4M^A=UJA?H>;W?/]#" M#2C- Z7Y4+2ZSE4IR)P!K75!"T*@-
!>4YH'2?"A:7=^J*F1J:Q/_RUKWO-MZ MJ;H'7.M)HEF9DS M=9J_&:STO>@K56>_'JA?'XI6UZJJ!5GZ6E#W+4N!^O6A:+EXHY.S9@F1$XTZ%IR \#E7?+DX>7V7F[M9_>OS(N5V7+?
-2^_%QAA<^/.7Z4\UJ4* ?E^M-)9GH!"0-V:GLF<7K7='+33%YZ'SK]H(!L,P?(E63[TE]?"0@8(Y30DB\Q MX-U'SZ[0L^O-=$_9-[XF1(#O:9+QF;468G-NVSQOUD(]L.?3#5Z1>R(>-
[=,WMD52A2G).,QS0 CRYEU <\7*% .N<4?,=GS M@VN@0GFB])NZN8YFEJ,8D82$0D%@^;$C"Y(D"DGR^+L$M:HUE>/A]0OZISQX M&).'!
HPX'5#J@8P>OP\$M'=P\T()9'M85%G@^970/F+*6:.HB MSTWN+:.),[6-]X+);V/I)^:?*8WV<9(G$7@=[$F#-S0;/7Q1B8W A>_+GC;0'UX*D_"]=]@OPD1Y<:=G7>0#
M@37R,*KR,#*ASS\SRCE88,:>XVP%+E*ZS80NX@+&SV&4V.WF$ 8(.5-[=QB+ MWBSP*K,&2Z]BZ1E97H3A-MTF6*A#EE(FXG^PDC4=T0+).V P\1&$1SPU5JX7 M(#U-
OZ+IOYEFK0(ZDGYK^3$<>T<+Z>T[CB-#9RNF12XW21@(K)$' MZ-3ETS'N]=>\3U"G>$>8['O '5'-DY*>1TZ6VP3Z#M4 M(U!?W1H*K1EV7=FA_YX2#HV-0^]<#(36S$7=0T!S$S&
B!L7Z)T.,UVG$')3 MZ'6K LV]RMMU>]P^I9-Q<-PNEV9^IUF39]UP0&,=[Z?;D[=1U9GYJ(,JJEL" M9*ZSG4)G]NO[DI1H#3WTNLC7=1R9Z_@5V9&$;F26'TBXSFA"5_:6(PPO6,9
M"*T9=-T4(/2>6HB,+4?O7 R$ULQ%W74@<]?Q_[70O$#O=)CIOJZ%J.Y0T$"C M]3N6'P/070D,*C=L33-FCSKC@4--SQ [;F /_+\XU_F.C/7GW3)2=UEH*$& M""50(UD'PX&29H\)
JK+/_J/,P2S7^\WN3UL&+?F2/;!*%2#X2< M7ZX)C@A3!O+[):7BY48M4/UO8?XO4$L#!!0 ($^!"%F48<(\ P, (L* M 9 >&PO=V]R:W-H965T_^[L M.-=?"OFH$@!-GE*>J8&5:)V?
V[:*$DBI.A,Y9/AD*F1*-0[ES%:Y!!H7HI3; MGN,$=DI99H7]XMZM#/MBKCG+X%82-4]3*G]? A?+@>5:SS?NV"S1YH8=]G,Z
M@S'HA_Q6XLBN7&*60J:8R(B$Z<"Z<,^'KF,$1<0W!DNU=DU,*A,A'LW@.AY8 MCB$"#I$V%A3_%C $SHT3"V7A%X M*X&WK\!?"?PBT9*L2&M$-0W[4BR)--
'H9BZ*VA1JS(9E9AG'6N)3ACH=?A0B M7C+."1$S)E=(,"VGB M4B$U^T.+E;EZPCVFP$1<9YIF,S;A4%HIR>'S/#LCOO..>([7]I$/F^4CB%#N%G+_I=S& M:E8E]:J2>H6?
OT])MRLP8BKB0LTED!\7$Z4E[N2?=4F7L[3J9S&O][G*:00# M"]]?!7(!5OCVC1LX[^M*\)_,7A3$KPKB-[F'=V#.DQBW%FZ)5];HLK0("@MS M]BQ"UW$Q1>,\!V;1JK)H-
6:!X.TZ\%+57@/'R.X&>*/U@>#M"KR]"SRH M V_O]YH?2!X4($'N\ [=>#!/N"-U@>"=RKPSB[P;AUX9Q_P1NL#P;L5>'<7 M>*\.O+L%[K;\W@9XH_6!X+T*O-<(?H\?+J!3#;
(.O[===Z^]B=\XP8'XKO/O M,^PT)R TY;6?/F?[8/2ZWN;)6!/F^4X[J,)*+GNM4S!MVA&% WJI7TH^L!(M,5%(EV2CI-A M/WZ7E"PYM:RFF?
N06")Y#\^]),_EU6@CU9U.&3/H(<^$'GNI,:LSW]=QRG*J M.W+%!/0LI,JI@5>U]/5*,9HXHSSS21#T_)QRX4U&KNU:349R;3(NV+5">IWG M5#U>L$QNQA[VM@WO^3(UML&?

C%9TR>;,W*RN%;SY%4K"X%EQ#(6&PM!X>>>35F6623@\:4$]:HY MK>'N\Q;]-^<\.'-+-9O*["-/3#KV!AY*V(*N,_->;OY@I4..8"PS[?ZC33DV M\%"\UD;FI3$PR+DH?NE#&8@=
T(.&)#2@'QE@,,#!F%I$#I'"V;.K1DU=#)2 M'")=>+@BLYP+6'WDIA4HU^%0E+GMK[X'?E M/-DZ?T%: ?] B9IA[D^TRL:L[$'1U0S=<^\R<_X5[P2PO)]"(9M:%/+FA&15R,[V
B++,G9- M\QBU$G#;OFF^WMY\46@C<[\S:-J._0E_;EFK?L6P MWXH"B@5Z)$ 0E&(B?D1&4:$S6BAA\C?HA(U?DP_]_9A%X; Y8(.*SN [M@Z< M(K8]18W;9K ?QEZW?
V#1AA6'82N'F\Z\@]Y2=PLI\&#M]Y2)T%2'L6^,X] M7Z(]N2U'W?" 2!$K[$];:@DE[1(*AQK-ULJ67W >X$\QYNHYS1]07I1,S)9, M3TA')V[T5(+HB4"F$ AG M0)2TC#FU%[(--ZF;B\9?
UEP[$Q=#;H 8-)E'J QA.J;-MII\ MMU@P=8*NKJ:=IWM[U2\.5-+]R% HUBNA2DJCZJU^MAP[DKLK]HO\-D4-[63 MLVG3^',204?4V-/=?L_P:TK%UQ"XIRXY^)RQ!=
+.GU84%5\8"A>C%RY&OU6 M&JCXW6/*:,*4'0#]"RG-]L5.4'WFF?P'4$L#!!0 ($^!"%G/LYXWH (M /4& 9 >&PO=V]R:W-H965TL\+"7Q!_WG)QS M?7TSWG'Q(#, A?
8Y97+B9$H55ZXKDPQR+/N\ *9WUESD6.FIV+BR$(!3"\JI M&WC>I9MCPIQX;-=N13SFI:*$P:U LLQS+'Y? ^6[B>,[AX4[LLF467#C<8$W ML !U7]P*/7,;EI3DP"3A# E83YRI?
S4;F'@;\(W 3K;&R#A9I8ST%)*17/:[!6D!-6O?&^SD,+X$?/ ((:$/PO M(*P!H35:*;.VYECA>"SX#@D3K=G,P.;&HK4;PLPI+I30NT3C5#Q-$E%"BM[O M=5U(D#UT6+EA"<\!+?$>),
(L15]5!@+-2B& *?29X!6A1!&]^P8M='6E)07$ MU^A%*_GH#"A\D*3WR_FZ/SL ITAPM RXZ746#EVE?9O7+A)[?6Z\AH\X_53 MR?HH]'HH\(*H
SX[#9]#HN&^A8?'<%=GO4E]T*0^L'SA/U+?LMUK6S(HZZB>)5O!+"S<=:1O[013I]&_;%CJB!D$T;**.M$6-MNBDMJHX<:T0FFH^
MK)"JFI6IYIXM9VX127V$].^Y=CFK/CYH:0[\:.0_>+^C[D\=>3:G>\:_YAM"!'K)4IK/K(T0VQO;SJ,-R7!^Q;:$ MRCLKQC,LY"E?V_F6$QR71EEJ>X[CVQE.J#6?
EM<>^'S*"I$FE#QPE!=9AOGW M.Y*R_S[=XC5Y(N++]H'+,[NAQ$E&:)XPBCA9S:Q;]R;T M/&50MO@[(?O\X!BI1WEF[*LZ6<8SRU$](BF)A$)@^;$C"Y*FBB3[\:V&6HU/
M97AX_$K_5#Z\?)AGG),%2_])8K&96=<6BLD*%ZEX9/L_2/U (\6+6)J7_]&^ M:CL>6B@JO8R< $6>#[E;(^X:BUIZJ",?FDMXY50-5">!)=W$VDGY@%Y%N@C MNHWC1
F'4[2DU?!3,KX/B,!)FG^03;X\!>C]NP]36TBWRMB.:A>+RH5WQH6/ M[AD5FQR%-"9QU]Z6W6WZ[+WV^R8PEQ9'I.1>8Q@E=ZP0QLOH*4L'\$J;FB-WAQ#3I_7D-* @D+
(&A*PCR:219/+&2> ER8H, M/3,NB>H5PADKJ-#)-#G)!$.G_NLF@T75&1S.5X7'$CD'DMC[%YO:2!I M(12M*TU;A;K&BDI.HY>O#,VHWBEG<)(!7-^?
G*9O4+>ASNW$&Y]/WVWUZ)K+ MQ_N$EIGE?]1KK6BF]HXJ)"T I850M*X^;8GJCD!7C"YH;0I*"T!I(12M*TQ; MK+KF:O7Y4TN,=G%QY3BN-SJ>&""+ MW0"4%D+1NJ*TY:YKKG?
OZW52WVP&6OJ"T@)06@A%Z^K3EK\N;/WK@A; H+0 ME!9"T;K"M$6P^[8J^,W9;'(FFXU/LAEDH1N TD(H6O>'I[:T]BXMK8]R6-_\ M9O;3]S4"I06@M!"*UE6L+>8]%S2_>9
%\P*4%H#20BA:5YBVF/?,Q7RO;ZEJ MUN'W)V>^/M&TG R=\6DY:.Y>[V!JW/JZ* ?-MI7Y3U!+ P04 " !/@0A9Q;0!570& M)*@ &0 'AL+W=O+L% M]I)(-.^YY#W\N#KDQ4;(+VK-
F"8/:9*IR\%:Z_Q\.%31FJ54G8B<9?#+4LB4 M:GB5JZ'*):-Q:90F0W"6K];:% QG%SE=L8],?\X_2'@;;E%BGK),<9$1R9:7@ROG/'1=8U#6 M^)VSC=IY)J8K=T)\,2\W\>5@9%K$$A9I
T'AWSV;LR0Q2-".KS7H8.O3&.X^ M/Z&'9>>A,W=4L;E(_N"Q7E\.I@,2LR4M$GTK-K^PND.^P8M$HLJ_9%/7'0U(M5"@MTMH86I#RK/I/'^I [!BXDV<,W-K W3=PGS$8UP;C/8-
GF^35!MY+/?BU M@?]2@TEM,"EC7P6KC'1 -9U=2+$ATM0&-/-0TE5:0X!Y9D;61RWA5PYV>C87 M:9YMF*91%GBAR3JSCF9@C0A-QDU4 V ^)UP#3EB7I#7A&>
MD4]K42@P5Q=##8TRT,.H;L!UU0#WF0:,R3MPN59DD<4L[K$/[/83B_T0@K&- MB/L4D6O7"OAKD9V0\>B(N"/7(Y_!N3UJS=DJ7_\P3F=_M33P/G+\<9/>'W] M_"_-(@%][O^
J=MH1TF8!' .#:8%A7C[> 3+"@ IN48&9GOY\=C_WQY&)X MO\L;ILL0":S%F[_ES;?R]CYGDIHY6;%V!!M[0Z0T._NQ6!X7\$Z5@EPI+AC1 M M*2XQ1J%9*9"4Z64J0U[10*8E/81[NU+8?
2C@D65&#^#NT]K&-Z#)' 6JQ/ MMJQ/K*S?,J4ECS2+2435NH^J26<>N,[97D#F5B^'4C#I4-#UN,#T&/;TT9^, MMQY;H3W=AO;4&MJ?"RIHHF90)%
(65]L3SL]==S3O=">=MKF>WO!"+HXXYWF M5P'KXC@0CG:ET-JE?SD6I]N 3:T!>T%JD)!<:5@T.N2I-10&+BEB29:%A MB2$Y?:SR",F^%ES"J(4E**5?
&"D@;Y1D]13SWA1VVHF2=^;Y>^&VMO'0D?P2 MCPM,C^&TR_+(\:?]0_ELR\R9E9FWY8)^RW96^K[X6D$.7=0QP0),L 4F6(@$ MUJ+5&36?C:/OF)K7XBHZ(%J&@+5+00"ZU-
^HY6X&!FZ':T@UG&1 MJM-8& MZIWM[WRH/D,LM#9[;L.>^S_*T^V-.9A\3+2@1OL6^9@^0RRT-OF-DN)8/]UA M+Q\YY%H\)DJ+C, OC/73AJJ:H*(%J&@+5+00"ZU-;R.=.-
[WW(Y1M114M 5 M;8&*%F*AM4EO=!?'+KP8DB6--(D:]GOI]7L^X+RSZ=[WB]W;P;QUY9 >IPM4 MIR$66IN01A)Q[)K(3=9LJ/ E"M^3A*>Y%/?5UDF31&QH%O5^T-NA#YZ#]+**
MT]55/']?5D%U&6*AM9EL%!C'+L$L'G)6:ELJAQSG24Z %(CRS&102R%AUF5* MRZ(\(>UE%$D2J1G%1 N<'DUG,O8ZLQ/3:8B%UN:T$8D?\ MVW:B=^UTY1?7]3VWLV2B:CXO]+I
]1IBH;59:00BQZX0S:DD[Y=+)GMY0!6& M4-$"5+0%*EJ(A=8^0&_$(?=[BD,NJCB$BA:@HBU0T4(LM#;IC3CDVL6A[:F% M,LJ"BB3/G]L9[4@',XPJ#'VCER:;X]
]$C&I(1G8.3@P8DG,:,(D/*ZE*%9K M M5CR! 4446T)E01#L^>?QS01](<\Y@-J5P#31'D'-!&'C'8JZ (YHTB\,FN MUXS 6EE6(WE"M;F,'8J%VN7>WZK4CO(*PW\?
T434TD1QB*DP"\,R5F6L[\,&C M$U6Y=4"-5CB(56T3C_IS] U!+ P04 " !/@0A9*:;9:5(% "> M' &0 'AL+W=O\\E>8XNK\G)GM#/;(LQ!T]IDK$K8\MY?FF:+-KB%+$+DN-,?+,F-
$51H@^\Q?\AOJ7@R:Y15G.*,Q20#%*^OC&MXN82.=% 6O\=XSP[: M0$[ED9#/\N']ZLJPY(AP@B,N(9#XV.$93A*)),;QI0(UZIC2\;#]C+Y0DQ>3 M>40,STCR1[SBVRLC,,
*KU&1\#NR_QE7$_(D7D02IOZ#?65K&2 J&"=IY2Q& MD,99^8F>JH4X<(#^$0>[^% M]'T[QQS%"7LG3![NY^#MFW?@#3 !DQ ,Q!EXR&+.SD2G:/^V)043X=C$Y&)&
M/C)Z!WPD&=\R$&8KO.KQ#X?]_0%_4ZQDO9SV\W+>V(. G\CN M EBC,V!;MM,WGV'W#T5V 1Q+N;L][O/7N_=%#[\O^N+[HB^'W>&&:)^0KQN >TUT,,_/F+" #>/+.98;(@[L=/G
M8M_F*IO&&<=4I,KS@F' R)KOI1XC)2[\%"6%2$%@34D*V$%2C@Z5BI]D&_?) M;W!\I\JO!/,5F"QF=E,8^'!B[@YEU6-DC^VF4=@UH/TEJF#UGL?R"G94)0"O%YC54R!%>*]O P#?T
B9P(+GH%C27VM;&\&D4]- M^"68=YB!?<\-K%82GG?MH .A$[3LPJZ=#\>.9;7VD$77SG,L:+NM'6*I:;(- MDH*:I."D%[K!S!G8H:3H?9D'44\E*.ALD3YT/*M%3]?
*AF._M9AAUPJZM@M; M'"ZZ9L$(PG&+&4VS;# SKID9?SLS (FR:XB'"7N'8 MW3SM6>*OF85GPZ%/EH1.M% KVD(KVO*_U[=)]LM9(1P\'9K>87EM$V>;LIR3
M%3DJ^)90E3RZQ7DO^5I/ "NT1I5FC;R@M:'/M48-7QEUH37J4A=:2;YY&ULQ5A;;]LV&/TKA%8,+;!&=U\RVT!L:5B&%@WB9'L8]D!+M*5% M(E62BN-
_7Y)2%$N1M20CD!>;I+YS/GX7'XN<[0F]8PE"'#SD&69S(^&\.#=- M%B4HA^R,% B+)UM"<\C%E.Y,5E $8P7*,].QK)&9PQ0;BYE:NZ*+&2EYEF)T M10$K\QS2PQ)E9#\W;.-
QX3K=)5PNF(M9 7=HC?AM<47%S&Q8XC1'F*4$ XJV M<^/"/@]M5P*4Q9\IVK.C,9"A; BYDY/+>&Y8#Q^9/]-!2^"V4"&5B3[*XUY,CO!G@O M]>#7 !6Z6<6N$A= #AYBL\]U6FJ?
Y;/&^2"4HAW2*@/!\L#.+:[M@@>U7#7.WU\$);CD*&?_]'5'Y=_K]R\5]YP5,$)S0T@J0_0>&8N??[)'UJ]] MI=%)%N@D"S61M8KH-47TAM@7-
X3#K"_W%6RD8/+/Z7YA^[X_GIGWQTGMLYHX M':O@N95KN^-IVRKLL;(FEM=8M>+SF_C\P?C"O,C(:%:\[X5LD/[XAVD>6VO MZ20+=)*%FLA:M1@UM1B]LV",=!91)UF@DRS41-
8JXK@IXOAM@E'!_*.?K]"+ MCESTV$RMCE@\M[%M;]31BAXCYY143)K()H.172/&:1IQT7656-SBE/>^M0SR MO+;-=)(%.LE"362M8DR;8DS?
62NF.HNHDRS0219J(FL5T;:>#B/6V]2BQK7? M'"S+Z0A&;=;ZH7N6W3$+>MA<\9+K=E2CA\V9N&._7S?LHR.7/1CEZANXQ)%H M/7%$KE1#G;;6Y>9?
<7P^K2/#M*_M0:UL@5:V4!=;NT#.4X&<=U:3>@.Z2JF3 M+=#*%NIB:Y?RZ=!I#QZ'!A1%ZVFQ9FOID^/X7=W1>@[\+Y]5QLRCNZ$&]66TN_B[4=5=G?6F?K^R>]4!>%*]["?
ZZI;Q*Z2[%#.0H:UP M99V-A9+2ZN*NFG!2J)NI#>&@0) 9 9 >&PO=V]R:W-H965T+(B-,=<=.G:9!L*."Z-\LQT+,LWS921M)5^X)>9"=+_'4L.2*((.(2PHL?G8PARR33&(=WVM2
MHYE3&IZV#^P_E\X+9^XQ@SG)_DICGDR-D8%B6.%MQF_)_E>H'?(D7T0R5OY% M^QIK&2C:,D[RVEBL($^+ZA<_UAMQ8B!XU 9.;>!T#0;/&+BU@?O2&0:UP>"E M,WBU0>FZ6?
E>;ER .9Y-*-DC*M&"33;*W2^MQ7ZEA4R4):?B:2KL^&S)2?3P M66YUC.8D%_G'@ M6,_\Y>:NRIW_-WOXYME;F^$VF>:6?.XS?&&^R<@3 %H"W:41U EU5V9^:2;_5>UF
MMN=YPXFY.]U4%6KD=%#!.&XC0H5*&MD#1I4RS^O\<_K]4\FFE2S6]A! ML065I[T$K\TRG62!3K)0$UDK"GX3!?]="8>O,Z0ZR0*=9*$FLE9(ATU(AV\3 MCLK,.WF-
?:NC&N<0>^1U-.,/6J->M)<[$L4B>G+YB M^@ \+=:' X_*V5ZRUR::3K))UFHB:P5D7$3D?&[THZQSI#]) MTDH6:R%HA MM:UCR6*]33UJN_8[[74%1(%R1D.G(R$*E&\
[@XZ(*%#>V//5,F*?%&5VKX<+ M2N)MQ"_0'41)03*R?KHH=240)Y&,;$2ESON4I9_^M7FHE2W0RA;J8FL'RCD& MRGE7^E(O1U=@=;
(%6ME"76SMP!Z+5;NW<.K1&%=Q1.GJPER)<@==C3E'V8YE M=4\J2I@KBW*ERARK-[N_?/L%"J X*X7E.L[3(F6<8GEQUZLMO:2O3D&=;(%6 MME
76SL\Q^+3]MZ7MFBM9;6R!5K90EUL[<->ZUF[M[;JT1;_[!;#=T[>\WIG M%:BAZW>UY1QE.V/?[6]+"F:/AQUM,4]NF'.@Z_)JGZ&(; M>70$VH\WG@^OR MTKPS?F-?S6W%>"_-
Y0WVD?ZZEN%**76:<%0!BLQE74Y%,&CU?5_U>%D4]YO MWQ/.25XV$\ Q4 D0SU>$\$-'3M!\A)G]!U!+ P04 " !/@0A9KT"P[04% M #Y&P &0 'AL+W=O%OXC84_U>L
MG'3:I*XA@4+; Z1"F*[3;JJNNMN':1],8HC5Q,YL!UH?_R>G320+AC8W"\0 M.WZ_Y_=^]GMY]GC+Q9-,"5'H.<^8G'BI4L6M[\LX)3F6E[P@#-ZLN,BQ@J98 M^[(0!"=&*,_\L-
<;^CFFS)N.3=^#F(YYJ3+*R(- LLQS+%YF)./;B1=XKQU? MZ3I5NL.?C@N\)H]$?2L>!+3\!B6A.6&2$U,,P@ MIZSZQ\^U(_8$PN" 0%@+A*
<*]&N!_AN!Z]X!@4$M,#A5PU4M8$SW*]N-XR*L M\'0L^!8)/1K0](/QOI$&?U&F%\JC$O"6@IR:+K!@E*TE>B "/:98$/03NDL2 MJFG$&;IGU6+4I/X0$85I)G\<^PI4:P_KM7,*C7A 35]]
(4SE4JT8 E).N0C MN_S0(N^#R8W=X:O=L] *^$O)+E&_=X'"7CA 4ALN.Z8U/QVE?Q@E.F2XM+L,ANZP+';;6JM:WS#$N)9BCF>0[6&],1E=#6 M'E%TF1%$F>*
(,_)6ZJXMA152*;PV'M.C="OE60+K'=YA]H(4Y$?$H5E"3(: M&.,L>T%E >-CT 8Y&9$-84K6SE^2!+0;H#G/"X#X^.$Z#$:?)%KQ4J@484BX M$,T /8&<*Q56T-!8=
7HRLR6LIB+@@L3@2]T,RL3V(J58D(!7A@="<$ "?/; M*QD"I(^4D1 QL#[)KV=R>*9Q*5.U6B>8BHNNQ:W(WY;B_NJ6=Q75L*_L81* M!K+WKF?I^#G@_7- MK(;;-ZC7-FA^?
$AT?,C".J1M[%XQ'9R0%V='\Z(=YMSUY!0M+XW"\>IU6R M4[2H1K-]7KI26'G;W[O*R(E8FSLD?:17,E6=5S>]S3W5G;F=>=,_"V[G04=_ MI.^US-7)#KZZ%/N"Q9HRB3*R
E6]RQ%8+:I[I]JA>&$N4I9<*9Z;QY1@"(%Z M +Q?<0A^=4,K:&[[IO\ 4$L#!!0 ($^!"%F@@#N[, 4 .H7 9 M>&PO=V]R:W-H965TY8TRA;UF:R]O)3]G]C67):,#)\"G9+M3>L!:S/=T
MRQZ8>MS?"WBS&I0XR5@N$YXCP3:WDW?X)L2^5B@E_DS8DVP](^W*FO,O^N5] M?#NQ]8Q8RB*E(2C\'=B2I:E&@GE\K4$GC4VMV'Y^1O^U=!Z<65/)ECS]G,1]
M=SL))BAF&UJDZA-_^HW5#GD:+^*I+'_14RUK3U!42,6S6AEFD"5Y]4^_U42T M% #'K$!J!=)5<,\H.+6"TG\8RU[+Y>,4635+Z!&3P^K-#K5V_0*V0AJ;]*C?N8)TJ^A4%X_F/'
M"PF85S^2,SP[ZP'.UDRC,8Q8;]%?#^OZ O@7\-T$@ST&X M(X. OQ?Y-7+LMXC8Q#7,9WFYNF-RY\>LA__8^@D93I.13HGGG,%KTNO&%-E* MUS7KZJIZ(_P*I-
RP9J"4N'Y)9[>F0Z+*S^8$CRW#FVZ^V+8"?#T M5&IE '.G+K%/Q<*^&/'\P&FD3ESW&M>]0==U7=+.(JJ42-:%HFNH@HK#EA@S MV*'U6P[E$):_X"EH;X$5Q2 &RL1+9C+CJQ,?
OFF6_3SIBV'?Q4Z' M% .8*4_Z8@[Q7,_,S+1A9OI?YLF@L9<6M>E%*36FR=!@\GSV!0W'P;^2?7%U MQC#Q"%Q6I_IBICIE #/E7U]LH$[-&FYF@WMDZ]!EW"5G8R;4F&"K,<'"DH
#RQ96?)&MX30+)][ZR I/[1Q%17T^AL%]H715 MZ&VO: \(I?J/%MMZ]B=EU'8",O7];L*;1+'C.H'M=;/>B.IY-B9.I\2$1E37 MF9%9:P*GW+>Z%CS(?=E(0(>)V&8#+6?#.6)?B^1 4Y8K"
<580KNH:=X(GM4Q MX'O=EIB[AD&;+UTV-5K;?4)\U^Y6XE&MAD:K@>V>*3B8'!DGHS->Y ?8\2#G M]<8GDD@_UBM!=W+&& S.XL4Q(#TV N+C(.C&8$RKH<&J-_6#P#\3@V-GA
?/ M_?^3BC.PP=;SOZCF&$2QZ\YLW\/=Z)A0S]0<$ZJ'9]-@9I]A_]@687>X,?TQ MYHP;-1YLQ5Z<[F.BK49%"\=".PW>L;'#PYW=W=EMLM(+VN!,@A[;-3SXN,R:VY:6QA 54Y*JZ-
&I&FXOI=^5U;&?\#M\LL6%\I2^RR[O2(WQU"_Z! MBFV22Y2R#9BRKZ<0%E%=+%..45C,6@"^;SA7SR_:0'.] MO_@;4$L#!!0 ($^!"%GD*?U4G@, " / 9 >&PO=V]R:W-H965T
ME_OR.E:):C>-FJA_;%%LF[CW?WD1]XTX.0#VH+H,ECP4LU M<[9:[ZY<5V5;**BZ$#LH<64M9$$U#N7&53L)-+=.!7=]SQN[!66E,Y_:N:6< M3T6E.2MA*8FJBH+*+S?
Q6'FC)RGB3NVV6HSX@/NZ7$D=NBY*R M4C%1$@GKF7,]NDHGQMX:_,G@H(Z^B*E@(_I'E>CMS)@[)84TKKN_$X3=H\HD, M7B:XLK_DT-AZ#LDJI471.&,$!2OK?_K8U.'(7'Z'?
S&P3]U"%]P"!J'X+4[MA(U#^-H=HL;!IN[6N=O")533^52* Y'&&M',AZV^]<9ZL=*&5[)0A0%LKS2(GL@ MZ>>*[2E'*T72QXQ7.>1D+45!%I1G%:?V1""4=<>UCY8]R-
_0/4@\C/6^BMQ6 M6FE:YA@/^2D!31E7/V,XRBY/78WYFJC=K,GMIL[-?R&W@+P7I=YB5"6&U..? MG/Z<8 M07OR HL7OH!7'Y[;G3D='>
[]B#X+9;3T2NUH!C,'Q5*!W(,S__&'T=C[M:_* M0X(E0X*E X%U^ A;/D*+'KS QS7>\OSI@J\@JR33#(ZN]%M[I46QJW1]I6_7 MI$<^/OV!P.2=AD+]U4=E."250X(E0X*E
X%UJ(Q:*J.S5^M8LUM*LUJSE;UV M<*39T-'LK*O9>:/9AU/-KD69B//WMHXSLG&:)\M^'H\"WXNF[OZ8QN=F433Q
M)E[7+.DQ"^++R:AKEO:A77I1V)IUBCINBSH^6]0[4%JRS!2CEJX/)=/_*EQG M,?_K:1\2+!D2+!T(K$-,W!(3?Q/"%0])Y9!@R9!@Z4!@'2HG+963[T2X)L\T M9!R-XSB7P3@Z$2_WZ,E?
@-S8 M7DMAK:I2UV^P=K9MYZYM%W,R?S.Z6HQZYA-L_^IN[1_XNG=\3^6&X9.-PQJW M\BYBC%;6_5@]T&)G&XY[H;%]L9];;&%!&@-<7PNDN1F8#=JF>/XW4$L#!!0 M (
$^!"%GI['\7*@0 +07 9 >&PO=V]R:W-H965TB1M M)\!^?$E*EBV7E>V-^6*+U-US?.ZA3CH.MI1]Y4L @5ZR-.=#9RG$ZM9U^6P) M&>$W= 6YO#.G+"-
"#MG"Y2L&)-9.6>KZGM=Q,Y+DSFB@YQ[8:$#7(DUR>&"(MK[.,L-=[2.EVZ&!G-_&8+)9"3;BCP8HL8 KBR^J!R9%;H<1)!CE/:(X8S(?. M';Z-<%LY:(L_$MCR@VNDJ#Q3^E4-
)O'0\=2*((694!!$_FU@#&FJD.0Z_BE! MG2JFD%SFC*]2_: M%K;=P$&S-1)8W;P2P?_V*'U X>@= C.C= J'5KG M1FB7#IJZ6W#7B0N)(*,!HUO$E+5$4QL;GNPO2?
H]>2$53[(M!XPL1'^ M^BCMT$1 QO\V25Z MLR@JNC=\A69P="158T#VX S^ODGW/%^,>7;)EAH$RRR M!%93IE4ITVI"WRDCI#
(K1C>)+ME7SY##/!"7)E$*O([&4R^.S>B#C[N>/W W MA^G^WJS7\7#=*#1@X2# O;I9]+T9;N-@'['&O%TQ;SXTLIX*(M:" MLM=&NAT3W2/QQN<8A>
<812>,:D2[%=%N(]&')$T)0T];BC["(N&I+CDFLHTX MEU89FV"A3;#($EA-C%XE1N\MZG_/IC(VP4*;8)$EL)HR_4J9OKTJV AUJ1XV MP<*^H8+@]E&9L12QEF?L[3^-O<9,/\
(&\C6@,LKWK1MN[#_D(R& MJ19^5\"F,D0R,[X@FJ$NSK[5ELTJ6F0+K2[*OFO#K3>I4XW-X,7ZV$0+K:)% MMM#J^NQ[2]S<7)ZN4XW^%RMA$RT\P4W6J;XQY9864:3F P W1(!D
!X;"]W;W)K&UL MM9AM;]LV$,>_"J$50PMLT9,?TLP6$%M:EZ+M@J1=7PQ[04MGB2@E:B0=M\ ^ M_$A*5JU44>.->6.3%._'X__HLWB+/>.?1 $@T>>25F+I%%+6%ZXKT@)*+,Y8
M#95ZLF6\Q%)U>>Z*F@/.C%%)W<#S9FZ)2>5$"S-VS:,%VTE**KCF2.S*$O,O M*Z!LOW1\YS!P0_)"Z@$W6M0XAUN0'^IKKGIN1\E("94@K$(L/UOT&YHJGDIH\)\HGT[UW-0NA.2
ME:VQ\J D5?.-/[="'!D$P0,&06L0/-8@; W">P;A0RY-6H/)8U>8M@9FZVZS M=R-S%4TWC/K&6NE%*GU0;B573XFRD]$MY"KL$N$J0Z^ Y1S7
M!4G15=6<01W+G]%EEA'=Q+3WX'D,$A,J7]!GB%3H?<%V0G'$PI7*,\UWT]:+ M5>-%\(7(7K+*ED(E%099 /V\;C];,3>58ITL@0'65;!*/#UKCI#H?<3"KQ@ M@C[60L,-OW.6;J!F7)(J
M[YV6/]^HZ>A*0BG^&CHA#7LRS-;Y\D+4.(6EHQ*B 'X'3O3C#_[,^V4H+#9A ML4U88@G6"]"D"]!DC!Z]VY4;X(AM58K7(<(;"D@T41/HGY$3M1H%GQH=F["X M@4T-
3/\MWD7!PKT[EMS2$/*=_P9T?[\X/Y9#[M;W+]][32O/R-^'"@9_4DF'42S$8E6&.. M?M]N@0_M;M3TU'-E$Q;;A"668#W]YYW^\R=,RW.; ;()BVW"$DNP7H#.NP"= M/W&.&.6?
&B2;L/C\F^P\F'0LK=F3_V4G_\M1^6.2$ZE>;3\6C(+ %(84'D6< MJK!-6&P3EEB"]>+@>U_O(MX39JH6;BE&5FFQ55IBB]8/T]&5T1__P4#*05W. M]:5/'.Z/.DL-
W_Q&82>'Q28M;FG]=R+?\\-[ZFSJ)0"G; M5;*Y;76C72WFTE0@[HVO_(NU/S >Z]J-*0]\Q3>%G[>8YZ02B,)6+>6=S55F MYDTMI>E(5IMBP89)R4K3+ !GP/4$]7S+F#QT]
)=12OZ%U!+ P04 " !/ M@0A964HQJ1X% !1' &0 'AL+W=O!AWB]X>6 .9MLHS6=4_ZXO<_%F]FR+..49D7,,I#3U=2X M@I=*O!#S%!7TAB5?XB7?3 W/ $NZBG8)?V#[7VDCR"
[Y%BPI MJK]@WV M RQV!6=I8RQ6D,99_3_ZUCCBR$#PJ U08X!D W+" #<&^*4SD,: MO'0&NS&HI)NU]LIQ0<2CV21G>Y"7:,%6/E3>KZR%O^*L3)0YS\6GL;#CLSE= MB[!S$&5+\
MEZSS:;N(%N,WJ"QC>0[F=18!M@('_-]IMF.?A#(!4LI./O(MBN)]11-0D;*+N#8N!ZY2EO/XGWK@+* \BA.!/0>/\P"#$QN1!6+L]<-"*N:Q'HA @,[EC&-P4(LR5=*NR#<7MGQ-
X4#FV]B@Y>O4:C MA+_ML@N K0\ 68@HUG/SZ+?,@6_>R MZX^/ @YN.4V+/U61K[F)FKLLHY?%-EK0J2&2KJ#Y,S5F/_X '>LGE=MUD@4Z MR4)-9+T D39
9(Q]]IGQ*#E\HU4QJ,V=RKS<>9YG"'J.CR;F\[%W%3#LN]CM MPX(AC&!"/*\/"Q4P%[J6U<)Z6NU6JSVJM5^N5CE+P:FLX^6L:Y MCVV/2-J',.BZ6-
(4*,@<%Q]IJJ4/81BZOJM6[K3*G5'EHV59I=P9K,)V'"SI M'H(@=!PYY H4AD3R83A$(8P(5LMV6]GNJ.S'B_D%N(ORKY1O$_$-4BD=9?C> M&J.3+-
!)%FHBZX7!:\/@O>$FX.D,D$ZR0"=9J(FL%R"_#9#_NDW 'WZ'/A M F7;SHF] *)..1I7'J_C,L^_;%A"BRA19OHXQ_>6&ZUL@5:V4!=;/QI=8P#? MLC. 6EL#K6R!5K90%UL_3%U[
%_9'S3V_9.;C6RY/@QACN?*9210P&P$+217 MB"$,8NR@4S6BZQ"@YA8!*H[U$'O'A;IQ@.K\CZV! U1\Q!-54G:!"NC:&)UP M0=W3'!CJQ_B/)<"\KRARA7='ZR=D5/X6+_U,F@:Q?
@>+_PB6]H MKI2HM4O0RA9H90MUL?4CT'4*\"U;!:BU5]#*%FAE"W6Q]L6D.9NH>%S^C&0E0]!<- E*D"#5C)43>7;7=1 MOHZS B1T)::R+EP1H;R^OZI?.-
M6%S1/C'.65H\;&BUI7@+$YRO&^.&EG*"] M19S]"U!+ P04 " !/@0A91[EWB#@# ?"@ &0 'AL+W=OJ1N:,9UBJ)E_8(N> 9X:4I;;G.*&=84*MJ&?Z[GG48TN9$@KW M'(EEEF'^:P
I6_>%=>IEC #4N_D9E,^E;'0C.8XV4JQVS]$4H_+:T7LU287[0N ML8Z%XJ60+"O):@49H<4_?B[CL$50.LT$KR1X^X3@!8)?$OQC9PA*0G#L#*V2
M8*S;A7<3N"&6..IQMD9$+85:@NC94IG22[/CTL"@ M,."]8,!'=XS*1* 1G<&L@3\|S \/\&T5S"JBWB:B ^^@X*?:=8/C5]O*-GO^7[36&G'%)Z)]OYX*R=7]*,IUX5: MT*RF[\RNR'$,?
4M=B@+X"JSH[1LW=-XU!?HUQ8:O*39Z);&=E 152H)#ZM$# MDSA%8G-@4W-@R=:!9=6!;&G_'%&039X+H=;_*&[Y[@. M"L+.GI-A'12V0F_/;AUTY;B=9K=AY38\Z+:\F,L\3T%=
[]!I2?P,C;D.&W+M M!/IBV'%>AWE>X.[GND$L=&I;8E2'!4[';>VYM[=>O SXPI0: L5L265Q.U6] M535S;1[QO?Z!V[UQ&_J'JOHIBI4_\D7I=(?Y@JC'+(6YFLJY;*M$\:(<*1J2
MY>:]G3*I7F_SF:@*#K@&J/$Y8W+3T!-4-6'T&U!+ P04 " !/@0A9K6PR M8!H# #I# &0 'AL+W=OWR(S6A#V1V/ 2Z3^*4C[5(B.Q4UWD008)YCV:0RCM+RA(LY)"%.L\8
MX$4.2F+=,HR^GF"2:OXHOW;)_!%=B9BD<,D07R4)9@_G$-/-6#.U[84K$D9" M7=#]489#F(&XR2Z9'.D5RX(DD')"4\1@.=;.S-.):2E 7O&+P(;OG"/5RIS2 M.S6X6(PU0RF"& *A*+
\K&$"<:R8I(Z_):E6/5,!=\^W])_SYF4S<\QA0N-; MLA#16!MH: %+O(K%%=U\A;(A5_$%-.;Y+]J4M8:&@A47-"G!4D%"TN*([TLC M=@"F\P3
@'6_P+L$F#GC1;*\K:F6&!_Q.@&,54MV=1)[DV.EMV05$WC3#!Y METB<\&<0RDD1"<+] 5HR' 6D0!=I$5"E-,?T:R88T27Z(QS$!S-'] 6>3P%
M@4G,3V3AS6R*CH].T!$B*;J.Z(I+7C[2A52]GJ<'I:KS0I7UA*IOJ[2';.,# ML@S+:8!/VN%3""3SGS'I"C+*!$G#FC^_O\MR="$@ MX7^:6BVXG69N]9J>\@P',-

;D>\B!K4'SW|\S^\;GIL8{(JO98%5U<0YE3BG5=Q-,!9# M/S"[Y"%TH$F@:T,+YV)CLAJS;I5L^X,!M+MTH:.R&HV|"L,^]*9(%V=Y+F M>]YI[\0?
RL*QO>+;Q1""]2IS7*FY*0J+DW48T!H[CQD2V4KQT*CHBJW4[J+H= MO&$B!UW:T!%9S89A95AFN0/"30GTC0>%WNC5=Y/ M$0%K7(Y;<2^=@:[8ZEWN;&G,-
\QB2=Z5%1VQU:UXW+B8K1N"9_-8PG<78\?P M^OMY,"AS;,-OJ>51W)F'JH\ N1R'),4HAJ7$&3U/)HI5^^IB(&B6;TWG5,B-_M;GX:R6\18*I WE]2*K8#M=NMOF|\?U!+ P04 "
!/@0A9)*Y;%6L# %-M$ &0 'AL+W=O*:'A>,Y|POW%3;4]@%-YWOT!:O ML+C=73,Y>G,'>)X2>MO52"A3-Q M0($W:%^+&WK\B#N'{J6WIC77O^#88:$#UGLN:-,1Y0Z:BK3_Z&
<7B!."U#$3 M_({@CPGA X2@(P2/M1!VA/"Q%}*.H%UW6]]UX#(D4#IG] B80DLU-=#1UVP9 MKXJH@[(23#ZM)$^D*[R5:1< D0)\P'3+T*ZLUN"*M&=0Y?(-6+6G"- -N,$'
M3/88W/TZ@:-;KF\5|F6&!:]J_DJR;E<9>/G\%7@.*@*^E'3/11$^=X7B.P\R4[%8N-,NINCCC M.[3&"T<6/H[9 3OIBV=>#-^;(FU3++,IEEL2&^0D[',2GE-/OU"A7TF=&5,. M6GJLZ>I3;
(IE-L5R2V*#';1)#F*[-2"VF1.,8IE- ML=R2V" G29^3Y&DUH*5'IR\W#*)D]'(O#3_,\0.XJ@%_PT(8>>&HHN0&6)C$ MD\1<
R:|KY.SOEX1@1G1MQ54FWP]2__7\V93++,IEEL2&^1@VN=@:K<&3&WF MQ*989E,LMR0VR(D'_]SNX=.J0,<__2|ID>=%HRI@@OD1'-\$##!_&H3OJ J8
M8""T@E$5<$_;F@:SK>XG.5C3/1'M!;5?|7O6=[I3&ZU?>K.E9UC/5(^KVZ@_ M\FV#_!FQ;44XJ/%&FH(7B2O9K.TYVXF@.]U4W5$A6S0]+&6?CID"R.<;2L7} M1!GH.__T-U'|+ P04_"
!/@0A9@Z^,\S0# N$P #0 'AL+W-T>6QE MUY-B9X[*6 M7X^OG:8?^"+&PT:7BL:^Q^?<8_N&& :U60EV,V?,1,M2R'I(YL94G^*XGLY9
M2>LS53%ID4+IDAK;U;.XKC2C>0VD4L2]3B>-2\HE&0WDHKPJ31U-U4*:(4G; M4.1O7_,AZ.8?
2>3EQBIG0W)W\O[70IG+=Y&_'WTX.NKSH:%$INMC8A/F#5:RJ&9$P%GV@.K(*67*Q\N >|I1)*1\;6E$W7A4C| MX.&N[T&Y-3HEET]H\W#Z# YXTP_> =0\,FU2U;FG4Y+0O<<^\/?
_-=9XQR305 MVZ9M[;_E57ZUX^3B7UEVOU7V#0<]-B_8MV[R_!!,IH=@\B!JLG\()K,W:3)N M7N!;IX2=,T(;C> L-B0_X&0G-DFCR8(+PV73F_,\9_+)4<'*&SJQ?PSLZ-OQ
M.2OH0IC;%AR23?L[R_FBS-I1U[0S:A-^QM,KYNV!T&;B\N<+5D^;KIZ-G'-MR#9LUN8"PCYRY:XP@G$\%D8 P_)@#C".9V%Y_]?Y|-'Y> SSU@\B?9331SF> M%4+&
[H/E"7,R>X5GFF5)DJ;8BH['00=C;-W2%'[":1@W8&!Y(-,?K36^VWB%-M/%\'V)X^5R'83/%*Q&:*KS4@X74#1I:%=QO+ PQL%[#:@?SA/%!384Z2P*YB MWK G&$>R#$.@%L,UFJ;
(ZJ3P">\/]I0D29:%$<#"#I($0^!IQ!', 7C D"1Q M[\&]]U&\?D_%F_^0C1X!4$L#!!0 ($^;!"%F7BKL;<&+W9SZRA(ET8|(Z3P\%+!\,?^P M<,Y!/#?&AMEH'>/F>#P.U5HU,OSN-
LJF{TOG&QG3KE^-P\8K68>U4K$QXVPR M.1PW4MO1UR^[NF|\F.ZX]*JHG4V%7<&]5D_AY_%N5SSJH!?.Z/@R&_7,1HU$ MHZUN[*NJ9Z/)2(2U>_K3>?
WJ;)1F7GEGS&PTW1ZX5S[JZC_%\P[R3BY"7Q+E MXE8FD-GH<)(J7&H?8G|&7[],C(\JG;S=:Z.[T"8J?R:C^N9=N]%VU563{F), M;J-OA]WOMA&/_?]I1K=",[I.1 0R
Y#9'B'_S@AD#B#S?4+F!+(D,4^(0L"60+(VI7]K@HTCD]0Q_P,E{[E;3ZM3_0*^>/-FBK0A!G M*E2>8D+?, MGWC;-|"_"+<5)U7*A9I)0ILU-.7=/H MV,?GOG.3|&
(*W"]I*6H0L9%4ILQ6F4=7/1PLY-;*3=>Y/Z/WJ;-C;R26C%DL MY!+,U':IH<5\+0=2SU!+,F:7](^_$G?R>="!&4Q5E.4Q5ZNWI.^;7Z1H7?*".R2.9L$>CC85.BBV3,
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H965T&UL4$L! A0#% @ 3X$(6?^& M&PO=V]R:W-H965T M&UL4$L! A0#% @ 3X$(66OZ4C3C @ Z0@ !@ M (!%B0 'AL+W=O&PO=V]R:W-H965T&UL4$L! M A0#% @
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@ 3X$(65EV ?CU 0 .", !H (!)G4! 'AL+UIR M96QS+W=O XML 78 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 79 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 81 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.2.u1 html2332941true580false9 falsefalseR1.htm100000 - Document - Document and Entity
InformationSheethttp://www.cargurus.com/20240630/taxonomy/role/Role_DocumentDocumentAndEntityInformationDocument and Entity InformationCover1
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Disclosure - Organization and Business Description - Additional Information (Details)Sheethttp://www.cargurus.com/20240630/taxonomy/role/Role_DisclosureOrganizationAndBusinessDescriptionAdditionalInformationDetailsOrganization and Business Description - Additional Information (Details)Details33 falsefalseR34.htm995705 - Disclosure - Summary of Significant Accounting Policies - Additional Information (Details)Sheethttp://www.cargurus.com/20240630/taxonomy/role/Role_DisclosureSummaryOfSignificantAccountingPoliciesAdditionalInformationDetailsSummary of Significant Accounting Policies - Additional Information (Details)Details34 falsefalseR35.htm995715 - Disclosure - Revenue Recognition - Summary of Revenue from Contracts with Customers by Services and Products (Details)Sheethttp://www.cargurus.com/20240630/taxonomy/role/DisclosureRevenueRecognitionSummaryOfRevenueFromContractsWithCustomersByServicesAndProductsDetai Recognition - Summary of Revenue from Contracts with Customers by Services and Products (Details)Details35 falsefalseR36.htm995725 - 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Summary of Revenue by Geographical Region (Details)Details59 falsefalseAll ReportsBookAll Reports carg-20240630.htmcarg-20240630.xsd img198337885_0.jpg http://fasb.org/srt/2024http://fasb.org/us-gaap/2024http://xbrl.sec.gov/dei/2024http://xbrl.sec.gov/ecd/2024falsefalse JSON 84 MetaLinks.json IDEA: XBRL DOCUMENT { "version": "2.2", "instance": { "carg-20240630.htm": { "nsprefix": "carg", "nsuri": "http://www.cargurus.com/20240630", "dts": { "inline": { "local": ["carg-20240630.htm"] }, "schema": { "local": ["carg-20240630.xsd"], "remote": ["http://www.xbrl.org/2003/xbrl-instance-2003-12-31.xsd", "http://www.xbrl.org/2003/xbrl-linkbase-2003-12-31.xsd", "http://www.xbrl.org/2003/xl-2003-12-31.xsd", "http://www.xbrl.org/2003/xlink-2003-12-31.xsd", "http://www.xbrl.org/2005/xbrldt-2005.xsd", "http://www.xbrl.org/2006/ref-2006-02-27.xsd", "http://www.xbrl.org/lrr/arcrole/esma-arcrole-2018-11-21.xsd", "http://www.xbrl.org/lrr/role/negated-2009-12-16.xsd", "http://www.xbrl.org/lrr/role/reference-2009-12-16.xsd", "https://www.xbrl.org/2020/extensible-enumerations-2.0.xsd", "https://www.xbrl.org/2023/calculation-1.1.xsd", "https://www.xbrl.org/dtr/type/2020-01-21/types.xsd", "https://www.xbrl.org/dtr/type/2022-03-31/types.xsd", "https://xbrl.fasb.org/srt/2024/elts/srt-2024.xsd", "https://xbrl.fasb.org/srt/2024/elts/srt-roles-2024.xsd", "https://xbrl.fasb.org/srt/2024/elts/srt-types-2024.xsd", "https://xbrl.fasb.org/us-gaap/2024/elts/us-gaap-2024.xsd", "https://xbrl.fasb.org/us-gaap/2024/elts/us-roles-2024.xsd", "https://xbrl.fasb.org/us-gaap/2024/elts/us-types-2024.xsd", "https://xbrl.sec.gov/country/2024/country-2024.xsd", "https://xbrl.sec.gov/dei/2024/dei-2024.xsd", "https://xbrl.sec.gov/ecd/2024/ecd-2024.xsd", "https://xbrl.sec.gov/ecd/2024/ecd-sub-2024.xsd", "https://xbrl.sec.gov/stpr/2024/stpr-2024.xsd"] } }, "keyStandard": 250, "keyCustom": 44, "axisStandard": 26, "axisCustom": 0, "memberStandard": 37, "memberCustom": 19, "hidden": { "total": 14, "http://www.cargurus.com/20240630": 1, "http://fasb.org/us-gaap/2024": 7, "http://xbrl.sec.gov/dei/2024": 4, "http://xbrl.sec.gov/ecd/2024": 2 }, "contextCount": 233, "entityCount": 1, "segmentCount": 58, "elementCount": 674, "unitCount": 9, "baseTaxonomies": { "http://fasb.org/us-gaap/2024": 789, "http://xbrl.sec.gov/dei/2024": 31, "http://xbrl.sec.gov/ecd/2024": 18, "http://fasb.org/srt/2024": 3 }, "report": { "R1": { "role": "http://www.cargurus.com/20240630/taxonomy/role/Role_DocumentDocumentAndEntityInformation", "longName": "100000 - 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share for each class of common stock and participating security. Addresses all significant policy factors, including any antidilutive items that have been excluded from the
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changes on cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; held in foreign currencies; including, but not limited to, 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
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"http://www.cargurus.com/20240630/taxonomy/role/Role_DisclosureEarningsPerShareScheduleOfPotentiallyDilutiveCommonStockEquivalentsExcludedFromCalculationOfDilute
"http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure" ], "lang": { "en-us": { "role": { "label": "Employee Stock Option [Member]", "terseLabel": "Employee Stock Option", "verboseLabel": "Stock Options Outstanding", "documentation": "Share-based payment arrangement granting right, subject to vesting and other restrictions, to purchase or sell certain number of shares at predetermined price for specified period of time." } } }, "auth_ref": [] }, "dei_EntityAddressAddressLine1": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressAddressLine1", "presentation": [
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The disclosures contemplated herein include the fair value measurements at the reporting date by the level within the fair value hierarchy in which the fair value measurements in their entirety fall, segregating fair value measurements using quoted prices in active markets for identical assets (Level 1), significant other observable inputs (Level 2), and significant unobservable inputs (Level 3)." } } }, "auth_ref": { "r1132", "r1133" } }, "us-gaap_FairValueAssetsMeasuredOnRecurringBasisUnobservableInputReconciliationByAssetClassDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueAssetsMeasuredOnRecurringBasisUnobservableInputReconciliationByAssetClassDomain", "presentation": [ "http://www.cargurus.com/20240630/taxonomy/role/DisclosureFairValueOfFinancialInstrumentsScheduleOfFairValueLevelsAssetsMeasuredAtFairValueOnRecurringBasisDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Asset Class", "label": "Asset Class [Domain]", 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Includes, but is not limited to, payment to settle zero-coupon bond for accreted interest of debt discount and debt instrument with insignificant coupon interest rate in relation to effective interest rate of borrowing attributable to accreted interest of debt discount." } } }, "auth_ref": ["r224", "r227", "r228"] }, "us-gaap_InternalRevenueServiceIRSMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InternalRevenueServiceIRSMember", "presentation": ["http://www.cargurus.com/20240630/taxonomy/role/Role_DisclosureIncomeTaxesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Internal Revenue Service (IRS) [Member]", "terseLabel": "Internal Revenue Service", "documentation": "Designated tax department of the United States of America government entitled to levy and collect income taxes from the entity." } } }, "auth_ref": [] }, "us-gaap_InventoryNet": { "xbrltype": "monetaryItemType", "nsuri": 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Includes, but is not limited to, reconciliation of undiscounted cash flows to operating lease liability recognized in statement of financial position." } } }, "auth_ref": ["r1146"] }, "us-gaap_LetterOfCreditMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LetterOfCreditMember", "presentation": ["http://www.cargurus.com/20240630/taxonomy/role/DisclosureDebtAdditionalInformationDetails"], "lang": { "en-us": { "role": {

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Examples of items that might be included in the application of this element may consist of letters of credit, standby letters of credit, and revolving credit arrangements, under which borrowings can be made up to a maximum amount as of any point in time conditional on satisfaction of specified terms before, as of and after the date of drawdowns on the line. Includes short-term obligations that would normally be classified as current liabilities but for which (a) postbalance sheet date issuance of a long term obligation to refinance the short term obligation on a long term basis, or (b) the enterprise has entered into a financing agreement that clearly permits the enterprise to refinance the short-term obligation on a long term basis and the following conditions are met (1) the agreement does not expire within 1 year and is not cancelable by the lender except for violation of an objectively determinable provision, (2) no violation exists at the BS date, and (3) the lender has entered into the financing agreement is expected to be financially capable of honoring the agreement." } } }, "auth_ref": [ "r12", "r128", "r1158" ] }, "us-gaap_LineOfCreditFacilityCommitmentFeePercentage": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityCommitmentFeePercentage", "presentation": [ 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Excludes lease obligation." } } }, "auth_ref": [ "r12", "r128", "r405", "r419", "r890", "r891", "r920", "r1158" ] }, "srt_MajorCustomersAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "MajorCustomersAxis", "presentation": [ "http://www.cargurus.com/20240630/taxonomy/role/Role_DisclosureSummaryOfSignificantAccountingPoliciesAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Customer", "label": "Customer [Axis]", "documentation": "Information by name or description of a single external customer or a group of external customers." } } }, "auth_ref": [ "r313", "r897", "r931", "r936", "r1124", "r1160", "r1164", "r1165", "r1167", "r1168", "r1169", "r1170", "r1171", "r1172", "r1173", "r1174", "r1175", "r1176", "r1177", "r1178", "r1179", "r1180", "r1181", "r1182", "r1183", "r1184", "r1185", "r1186", "r1187", "r1188", "r1189", "r1190", "r1191" ] }, "carg_MarketBasedPerformanceAwardRsuMember": { "xbrltype": "domainItemType", 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non-wholly owned subsidiary to the parent entity for other than cash, and a buyback of shares (interest) by
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the non-wholly owned subsidiary from the noncontrolling interests)." } } }, "auth_ref": { "r56", "r120", "r124" } }, "ecd_MnpiDiscTimedForCompValFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "MnpiDiscTimedForCompValFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "label": "MNPI Disclosure Timed for Compensation Value [Flag]", "terseLabel": "MNPI Disclosure Timed for Compensation Value" } } }, "auth_ref": { "r1019" } }, "us-gaap_MoneyMarketFundsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "MoneyMarketFundsMember", "presentation": ["http://www.cargurus.com/20240630/taxonomy/role/DisclosureFairValueOfFinancialInstrumentsScheduleOfFairValueLevelsAssetsMeasuredAtFairValueOnRecurringBasisDetails"], "lang": { "en-us": { "role": { "label": "Money Market Funds [Member]", "terseLabel": "Mutual funds", "documentation": "Fund that invests in short-term money-market instruments, for example, but not limited to, commercial paper, banker's acceptances, repurchase agreements, government securities, certificates of deposit, and other highly liquid securities." } } }, "auth_ref": { "r1125" } }, "ecd_MtrlTermsOfTrdArrTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "MtrlTermsOfTrdArrTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "Material Terms of Trading Arrangement [Text Block]", "terseLabel": "Material Terms of Trading Arrangement" } } }, "auth_ref": { "r1027" } }, "us-gaap_MutualFundMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "MutualFundMember", "presentation": ["http://www.cargurus.com/20240630/taxonomy/role/DisclosureFairValueOfFinancialInstrumentsScheduleOfFairValueLevelsAssetsMeasuredAtFairValueOnRecurringBasisDetails"], "lang": { "en-us": { "role": { "label": "Mutual Fund [Member]", "terseLabel": "Mutual Funds", "documentation": "Regulated investment instrument that pools funds from multiple investors to invest principally in a portfolio of securities and money market instruments to match the investment objective." } } }, "auth_ref": { "r1125" } }, "srt_NameOfMajorCustomerDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "NameOfMajorCustomerDomain", "presentation": ["http://www.cargurus.com/20240630/taxonomy/role/Role_DisclosureSummaryOfSignificantAccountingPoliciesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Customer", "label": "Customer [Domain]", "documentation": "Single external customer or group of external customers." } } }, "auth_ref": { "r313", "r897", "r931", "r936", "r1124", "r1160", "r1164", "r1165", "r1167", "r1168", "r1169", "r1170", "r1171", "r1172", "r1173", "r1174", "r1175", "r1176", "r1177", "r1178", "r1179", "r1180", "r1181", "r1182", "r1183", "r1184", "r1185", "r1186", "r1187", "r1188", "r1189", "r1190", "r1191" } }, "ecd_NamedExecutiveOfficersFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NamedExecutiveOfficersFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Named Executive Officers, Footnote [Text Block]", "terseLabel": "Named Executive Officers, Footnote" } } }, "auth_ref": { "r1001" } }, "us-gaap_NetCashProvidedByUsedInFinancingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInFinancingActivities", "crdr": "debit", "presentation": ["http://www.cargurus.com/20240630/taxonomy/role/Role_StatementUnauditedCondensedConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "totalLabel": "Net cash used in financing activities", "label": "Net Cash Provided by (Used in) Financing Activities", "terseLabel": "Net cash provided by (used in) financing activities", "documentation": "Amount of cash inflow (outflow) from financing activities, including discontinued operations. Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit." } } }, "auth_ref": { "r226" } }, "us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInFinancingActivitiesAbstract", "presentation": ["http://www.cargurus.com/20240630/taxonomy/role/Role_StatementUnauditedCondensedConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Net Cash Provided by (Used in) Financing Activities [Abstract]", "terseLabel": "Financing Activities" } } }, "auth_ref": [] }, "us-gaap_NetCashProvidedByUsedInInvestingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivities", "crdr": "debit", "presentation": ["http://www.cargurus.com/20240630/taxonomy/role/Role_StatementUnauditedCondensedConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Net Cash Provided by (Used in) Investing Activities", "totalLabel": "Net cash used in investing activities", "documentation": "Amount of cash inflow (outflow) from investing activities, including discontinued operations. 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MB8!/E2M\QJNWGR>2WDZ>^?=D'6&;_^0|/?7?XNI2UTU 2*F](0[E"M&H+OI(H5A*DL0?((CF@' G9));!1"2:QD;#I<???>_;A,9^(.#RY^>@HJ3 MG'N!]_H8=>OZQ>^FI%NE^"FLFA.<-#!A9 V.R"=9\1;PTPJ)LLL1DLZN$,J M,1S]+N_G.&_K&7AASS_$R1Q,_8NV.0)G[7@^ZRWCZ!$/+_G=Q_0M_F7DZMO ML&E&D#?7PZN48:6X+0#>@E-^8 0? =H\!F&\!*^3"6-E!/#"8Q_Z0.KLU=V? MOYS\ K#A\_BW?UZDYFIL0\;=7HZY?NF\FS6 GSXZ^7ZR ME!8BN8C!RH3A-A6)4TJ"FQNS$25:(^7IZYDW=3QNAC02Z6<(X>D!,67_BP#FAX&<%;]O1>NT0I8X (>V]3\P3 MSRFP?0;>#RISDH20UD6;4QX=F/U"CM\-J4:MY2>_^SJIG#!UQ_7,3U;/^,/] MY.SG?H%G$3F_>.2K*&2$!V#C"'CUH),"C 0(^ZB\<51G315?JP4>E%/ZUG^ M%< *S#O,P %&IG:[+L^Z7TY^\W]OVCY8S_*]/&F./0D&RI5+(EZ8<=*WIL*8(SSHSY,EU[/M#A%+'!VW^1#0]BZ_G$; %VL51C&LY]]$&(,#H,X*,1[D4%]AB%>@.!UWDL4H M90BC]1MO2"U<+F]FO?.P*]1Y^N3SH=FKGCIH@_L)24*(41,: 1K*RFNZ>)] MF(LF6>Y#"GGM:OR+Q>;\R]],.&+1"G6F#QDS 00!.V8P@B9B* 87U,8J-H."M.F7A7Q?K#)=1=9=]&P]W@4,&\]4+VH=CN-L:E-L8@&/(U*J/CMUN_S#OPA;IN?[A%=RXD^@'4]\7##YZ6F[*MS3F'*%&C,92B.GQ&HI 18& M1T"P#+%"->LN2=[*DL9$$%QGV .OO0DCX]3=P (IF1VL,66W##9B/P8;+2T8(5 MBC103.M(N*]N22HEY&*%X&+!^N/!0\5KPGH92)!2]HK&0&3*C-B8+)&<>1^% MY%*/-BQ_(ZR'BZ7U1 "@WH +X/,!GJ%4@^(CI2(*4,N1A(8W#W19#CW25/. MQDK/$4<(5XD5B@M4:T&4Q+0QFC'?SW@B!"LT):Z#,&.ET%=%")?6=2\/.R.Z MP_KX?D8"3,%7&=!8DX.'&RQ$ON?BZ[;/.07UFCQLT^[TJ;?[''#REDXN*]/3DBRS1O6T U M=\7^.4QV%PQP"0!/L'\R$;^+)-X)Y5BD);31(93/),3]YV$SR9W_K=Z-R&E M4R))#V2B/H"+$ 4EW@M!@)#%<>X2?7_R_*TAY4J\MAOQR>68BOJP@YC*I.2S M7[^F=B72J8S1K"126.&X)241%W0F\'LNI419UF_X-K9>Z#2U5 9-*(XW+M" M?/*2!*>9]2EZ*D>GFLYV.C7PJK.3WR?P@#1T(?JES6N"GB]F+< W<'$P(DO MZ@_X:0TX;DWV0UN3,0/?TB#!W =# C6!Y"PYP&\;,79C)=*7J:-?UAQ$6EG2 MBS/6(!K)A,=*P4)D0ZQF(#?,<558*#:,+OP]UJ##+0"U6)4;.T+ '8-$@M.* MZ(] 3HH,%*5ATA8A4AEM3/SBX6GY)Q,^N26Y=$[H_RL-29E3Y)10!K'$3O16JB]DW^T,FK=9';?5^^E8A"HU[1VE!N!VB)DZ MJDV!)IX$]34N")9TCZ2%,'CE48RXJ54),GLK%-64T/'2L>;IUGL^TGN]O*[/)WG5_G6 M:OO^Y5BLC)\\#;YD@&BL4- +!3=J:'!2@Q'>L.QC\FJL_+1,QGG5S'+W:^.G M71\EZ OT30_4G1^.3G[_#&]$27D+!]K&8U+ZUGPF2.R#@9<6B48L9AIYUVQ M5F3,F1T==!MEPN2ZR%,"-,"=8B49U->2V,(L@"?PD,!%U3;=],U_!SR'2;XN M,.MQ.=8&T*XV #X$(D-Q6!"FT^<[_ MB0GB"SP@I2Q8=EHZ-3KY"%9K,(=E 57.Z\OE;Z^GZTQ-W,;,CZ)!W>(%>7 MA^M-B^69N,S OC"EO3;4\?7G-1&>(5K!\,6%F0DER< \"LJ;.96NH$J/-F;JFHM)>QMJ#<;.HY=GG M)N!M_W$OP\;@J3$F !BCAN(6,(8)&F"CM/&\1&F"]Z.#5Z=RT^94SU[X6$]@ M6)=I^*Z9O*NG!Q=/6D=:SHVV.MV6.SBACG!]$^ZX=.JMN"-S[YGV1">'06GJ MB14"S+3TRFD0;S&^A*W/9-C=]SV=/H,#ZZ4&],0BD9&!,ZMD(#$(1Y75FO+1 MNK WVH;SM.EF@'4P TO*1BH99$727CFX#4D#!5RXXGQF=F@8N)TM!IY]/NH M-K"P%U@*&G.32\%*2[8D$@H%!X>*(I25BK/1%7O]DOCOL_H \Y>^5>;RAH22 M9V&8!X_48DL+B;T#?(E(T^!=4D#DT0;QI_QR0W@Y0#P)V.D)P>LRN6RJLX+ MAX6VM?5"!'!G$-$W+=V\(;D;/"1&!$!(W'"_HZ-T9$D&"U@;Y.MHUU$_37[M+F/W#]PD/_>3-[D].D>]_O >C.MT(_]M** 8;/3 L!LP(KS ']4XR8$JB) MRMH@1A<4&L4VNDU(FQ:>ARQ)5BP3;6PFCL4$*L,%#]*F:1JM"_)% ;Q> 'JI M_5DWC/LECBK'9 0;QH,U M/%ME2<;RQ3*K3$(4@2CGG TV1,']W6?7/#>3>] $NL.@['+PW=@Y?MVPKW" MG1K!.;8"C83'9$"%,2%6F$B<,3]YZ)10HV.(T6<&;T*P;=+ ^ MC4CZUSS-+3@LTI2;C@ :=[V]??O-U%3=BPXDK.-N%61XP9AK-TB;1+<>16W M1+UKODR4@E$K ^%]MU\=%0G,6Q*S"C*QPE,:71F>T77X6$^^3Y2N! >BEAFG MF.4CL=]J)*7H8@&MF4!'&YQ;G_-R(S|S:-+ZT&X407'&(BD<4X1]?KNG)[" M&;5:*NULRJ,+[JUQB>S&SUX^"8NC],TU_H>;:O8SH1T.-MJ# I37@%!F- M2 A8^XGZ(IDU]= 1YM9N!,X8Q5W4G&C]L4I6QD8CKA O=+!<2<[-:!/TQKS1 M?P0>932Y>,X2X3YC@#8HXI1PQ 6'Y.0TT'ITI/V!#ZDTW:Z,_^.[S\7#> MY=FL>SW-_R>W#?X"WI3B,]*?<2JEK)@RV4:!;0J00HY+V#!R1F=!$R?X,F M9E\KL'6$ 8$@/$^>N(R%>#P (+WFAS8.36UATT[P]RY9SG,/M;@OX*3D=O7 M97CX7<$^B19M8U2$AH1%_+PFMD@'!C8$&1W-<;Q+BAO?O3H"I9Z8!2K+1$P"ME"09 %BK0<^T(]YY+94)D;ORE"K^_W?YCT +" M"PW8ESA/P6WQB1/K>2$*T'&0)>LPOMRX;9&641=!2:(X&6PFE,/.K@#W]@8@ M5#%,TLBU&V'ID<_$T)>$?-5,_UAW*MV&+(@T@5/P@7 '-A:=$+@O/1 A72P\-M9Z#B:%-TQIG-L;+(4C)%Q"(<29HK(C,'91VPQTMR &:YB$:-GS3?T5K^FAQ3 MQXQ1OA!N-2>R@(WVOM_Y')G6RKF41Z=51P.TUE-(+Z5,99"&1*L!.S&KB>KFG[!RG0A%?HB12>1 V+C-APKND17*.C=.I MNK_QX0TDA60&'A)WG@1F<4&.1A*,RH"2$E54,LW3Z"(EVP[R&_>^-@/DP0!A M"#N36! G*.V(32F2Y*77G&M5[&AS?T=6K6A#)>11L]IB.(85PDP@S@I#%/.6 M6Q4+.=[LBS?^P^_]YY#$; 7DXEOWIQO?LT'=3?D(JU/PJD8&??@]E$.<%"7 M0O0EL!_6H2<*$UW.N?ZGF;=K]\3S],D\'!A'!7A@8C$*R.)#;:P(D%TQ=I] MM,V\?$A)&4T)%L4#PZ/@O4UTI$3K$F5"6#?:*FM?YJ"NO=+[JF(&.1;&8J0D MXSY*:306,7"45[45B.E2*%4 M+(*)T1'M^VT2EI-VQ3I+#,6.Z8E3$K0-I!CC/;5:@DYK- MT5!?++$:UU"UMV#VJ2 I\1*Y >X87]?CL.1^,BBB4R*@=+5+34$:6B _*".S&:TUQW9/FAC0&Y6FH"$%1 M0FG(1-FLB/4^$:M"C)1+X?CH]KJ-J?_0)DAF6=9*%@*V#5Q?+.ADLP2_B15C M@E1:K'I=\8OUS:I*F17+*9@#36)0V*S=,&)3-,0GF!*N1/%A=/H&H^'88AWQ M<|N>X]2I^20S^HMB9T]NXZKTJ0 %$EQG(2VB_B2]XK,+C-=$L2&I= M.F>C6TK<=BC>IE_UK.NXECF1X+!^K=.2>"T$L<8;JK5F*8YN__"8NMELRL0F M)@M+8+<\-LCU0+4<.3%.2AJLX$#"L5'M8CCGC?^P.Y\=-BT,I94_^JC_ZKL\ MG6=$MW6'EX-Z>MGFR>?!,-QB&!>'*)IZG[#N:@:X?;T6@XD3SA M?@!K2 Z69V9!CX,29-*RB/*;5W)P(1/\(J3XGN7=&:.!,SRCA#&$T,%PLIL0$L43I$:=CX|"..?E^5VD8 MF=$(QI&((-!@(@D+!A(#=KT/,A]>(6+X!0(#JX1 P]?79]QJ ME(B-F1+ 4EE8J6D0H]L7=XIW?=W^AY_,Z#;LT:?+]K\CSG8Q\N^R_+DB MH9RW+4CZ7;&3E)O ,F8J*(/=DH!<3E-/"K.4RB#DB-

*N@C[.)Y&;JJU#!BP@4 M$*]56'X^6&*E*(3I] -C*B<|?ELZEB6X#>2:4.%-T582I67&7)-,//<)G$X6 M3'(I:CTZO#]N?1D;B!!2E+,,#F?A8$*EAD^!%HSK@OMA#)61C392L(8_[L9 MH*/@9DBOP MQ HB8P!)\)V+TCL52,I)9[.IK@_*:KV8R",,E+BO7HL\'H/$!, M\!K1_F5P*X-0WH^V?<,-G8[=E'J2^LGOO@:(\)0?HSBNVI'U?U2H]E<78D!R) M"?*

*Z2L5#2)^N#&X|)>LSE.%/H>5?QN->C<0*R. MFI(IKF99[*TNBQ2X6PJX2W K<772E='YB2OT,U8%C^]ZRQAJ12S.)A)EQGTZ M*1-*

*;+"5>%]6BQLVIHU/'=Z%;W7H62BB8RIQ4(X)#R:2!3S;S0s+2/G$1<[*C M;4HR9FK=(NZS]IV/-,3D;3#$>P4@cY;M"+&YW\#[#@K9.%#-^D+P2[*HC,W"Y M>IW_<(/]=>.1XU"XX3039Q0@*H!7Q!LA2/2"&Z!/%G*TH8:,9)2]A)=MP5U= M9)8M(//+O?W[B8]S##X72X1PZ-]ZP,=<)U*L,5HQ#9[-Z$*V=\V_77M5I94% M.XJFF3I-*'9+D%$ H&*9$ZMMH4*&J/3H|A]^QK^]WV%?QK3AI7A4OH: ZX-) M"RF2'&2DEFKMRVA+9W^30KY[&?SA.O;5_4!$^YH%>_M_W,N%';.#I,$(PB.6 MUQ*>*

K8N!NN_,*Q39V,8_T+.-+:)8G70B4E6,I"(*(IMV/H*MCYCT78-E$L\ M\3L7\1J"K^=//7MRV%>_,P^]=WAMUBRV9*4*8IPM_0(B\Q1Y]>N,,C'-MC%?

2%J0Z)L4,2[%$O2+,Z<("HTZQ46+2C===>LWM2O^1I QS=@DF$6[R^#] M\Q@S:#P,K1FMU[#U^,:^(W=Z&9R6Q>M"F++@-5@1B&.@=54(1%AP)KFD>;0K* MC19(P07,OHV'(-/GS-\W6Q[=1%0@"(@=:,)++L)';|!BAWFB>BM;9:%&]D&BVL M&3U)-^1U)%-H @L@A63@.29%G(Z"N P./SB3S-C1>AVK;^1^6QIR0L';Z9OO M\-*IMZ)AUI(IDTB6EF&HG1/OC0"_0_!0HJ6,CRYKX:O0T>G!N[*DQ2EX]+B& M!3*KB60RPO(L6'HF-RWJO1)@F-SP|<@07DU/H0 ,IDF;#WD:P4 P1SB9A)'?. M;U<[QFY(O5(ZL@R"'@<(&L@99-LTZS*Y&F_+OE'X'6O2E%Y9IY@FOA@/ MJ"QQ KOB?:62VL$8WFT@<'7,N3GI!H5*]#9$JH):1G@2KQ(KY$YELV!R$'F\ MZ9%C$Z)+_OCMR.*,UMC),&%C0R4<-E!AO*#D8R(1$W(*$M!{H&O7=>M=?EM5&C;,%&@3SD@QNA"9G2#@\'7"2E2M*M6\J4'BU^'IN>6>%R&\?L>,DCH1&K6]CLB'.A$,U4T45PQ_QHR3+&K@YK4C.E MN1 XYKX6,=20L=(88E@1AN."BA{MHLFRPMVK9I.[7QL_Q39-0T\&D)JSNG>_ MG)Q]_IA\6+H|?^-B>2LDH*"@\7B)I- (*$MC&Q4)UET!.K8*NS>8T2YD7NJ_ MM?'LU0WDC@AJ?

*G%P1TE]KX\!EG&/>&L)/M2]*J1\M6/N9,'2%5HVP8L+&BP;M-J*2'1\U&#'U+&+'U+(G\DQN,X#QE)C?3,00 MA%X')0RA26HB$Z,DE+X2F.7)N2BE&.W6LBT_C2]Z*40Q 7-R/-DPV-DBP"74@#4U9,Y(+UMY!7 "NE"0!1!?!T=5EO(CN.U[% M'4%BOU#4 N<$C+B"(0E6D #>'?*

*&WR1__%BWH+1F/<.R(OZ WZZ.PZ'RK(D:8 J-@.1 M:'"%!2P8^O@U)@E'/X\UL'?.ZUQA4ME;*41' Q-M'9%%8@107-[U24@0C\WCW MU:T^>'USKCILVMF.W!X]RV%V54AV-LN@M8>'$E8#]T_"R#OR0F @EL M89VIE]HR>-SHXIV:CBB62 YKW6(Z/)P'>F=29RM&N@H^F MD-H8#@)*

*(M*KD(S)4M:8;,:=$@,2QC0C2VB/::$>Y$4&!!B^&C;4.SAC#&>):.05]% MG3Q1J>]:7AP)V5#"/+BDDDD:W&@#DZ/I-[,FTF1N3<8&0#F W*2 N9:1DN <-M-T9ES\S:I,Y4!DC3)+@%!OM%)@IKHAF4C#&BHQIM)9FY&E)[XQXE6B8 M%A2K> 6D$K(RH.TH6 Y,!EKN@ G8='O!|:1UBY*%3PE HL)]9<(RXF/,)%(; M3(@EZ_%5.QE3-X -!!E!?*

*J+1)9#B(NZE%QF(!CN2G+!**JN%NA^IF!M),AJ!-M^2CCUU-#$*C+Z41A#/05UZY[GQ)1#<-;B:5$P!EUH533$IT"(03$36R0AC\& M-(P)=,#H1M0'J.3=$ M0*,X4*H0Z["J&\6NMEQKPJF-Q?D2@ABM/[>-'*[8;916:-<4,(RF9B"7));U M]R0[%9)UBALQV@C5:A/8;J3Y-[*1 X@-IMFLA-A.@;K.C CC%9$!R!Z8$*#$*

MBPT.%$$NHTU=&EO=C/44691>Y@3:& OS R)R%MR2K 3AQB1C(S4TC;,,PM@H M-(*-MC(K;@W/)%LB30^ 3F+))H7$;G,7LN[!I2[YZ9VA2L.LD3G:8QP.ZSI M(-!CS0D$;,@=P)DM*8YWD\'TWO;@V P(5Y3Z"_]!*'$D&S 2- Q$">3]E&X MF//H%/U(.NAL)MZD[ON M|.P0+P#HYSTU?>PM,"UXB/#@%)42<<%+7 7*#=D&N>NT'G^_SQ@6EF<9:I40G MCTT6@R*@/B/Q!7,'/# $-XYT@VG'% M*2)%K?,^XU|K<@TJ/1,I+("W.#LP0U.D23MM#$FJ!"[3>PX?Q,+I-?T%;; M:=:DHLD.6S1IE4!;,87-

*"UPDQ60>3!$RV-$"@5&5CMH,!-?,P.P*0[3&,#9P MR4E(@.:BL4KF54>;,^6O[\)G6X^"UX L9 B!F!(9D3YFXK#?FJ-E>-=UGKAZ_8_M_&2>?SDY_?AO<$?*

L/WSR^ZINU1>;WG2R^GQ?-;U9|!5|<=>YP?R6?3=O>V9Y MT>9_S/.TGEPSDG.G8EW_>=N"=WAG4)PQ+& C!D$S)C>#2^8\/"IGHIS,@L[MVJZY!SN\;A-6Q81DHG"$,8Z*1$KB-=\2(SHP:DV'*MG1)66/-<5W#'JY",]=TD0Q M[C#A- -]TXHD;UU.3!*M>YVL:?M.DABA56@L:4]=(#$!?60$I!R7X$G6SCKL M6@BZ=VRD&<-]^E0VH1L,EN+]0%@BQAFJ1*

*#G,LGB;-3CS2W[CN-J(BT M:GB**=M,H@C@9P$R 5"G:O&:R^"B9://XUUA+T3UA/V.LIS*GPD40]%O8_MBTD\$U LB;U:XT,,2FB M*7:C 4^%.&X!9A5)BRG<,C>Z(-)=4+^WB#2M#4%<'3FQ(E@2N ML8@'TW]C8:WBY&;7<@VSK+B6 :.D1[50B8A"4MR2"SCMF:N1ANE'&,D8Y6D M\6BQC25*1TSGY@$EFA(N!+6)!>G8^-V;3:=QC0&%>6,C3X%0CSU[)?,DR*")*

M52$HYBUFDF$,';ZG=UFB_S_7K:7!=2QI$>4)A MA 9%,%*^)UE-R8Z&'2QT;Z<7E!.P*%&,.*A-'I<+(#R=!@!5* M.3 &2E.ZLK5;7R1?&XK@I6!@\-*

Q2HZCP0'Y>7$/^+B\P?+(CO>X8[!+2S#1S=<`M%'OO#WIA+<|7%'I==#.@Q:) UDPFONWZ('3A_4@(Y^.Q;LYG.X!7UP>3|TU-MDC/S^(_)9Y\;SD?

7XX_/\K0YJJ=7W79!41Q5]ZG[7KC%HXNC__1L=/\H'_N M?-8^Q@-?.+/#.\A_N=?XHH[_DMKCD2^\V3(UZ^H;+H]^*3?M/_OH M?C=DABONJLR??#Q_ QZ"(Y^^6?WA<9LG?*

=Y++U@?5Y-Z^N<>H<+.,#\OV&G: M(@T>:4O&HA<./\+P'E6]C^^F3%V<|*<[.2&F;V12)4|V:O5RZOSOX)>K-VZ"3 M-#[L-EPHPE3 "GN"<&<(-.!-1^AZC?%*5MCE:7/.6%NM|<8Y(%N*+S3Q5!GB MF30J1YJHRA6<9KF2*8*.HMBA+S)!0F&&A!!S4DES3P.>)GQD 9ND.@1?*DCB M:/8D&NE,#)RI8.&T7,"P.V^((^^01UQDF+Q61*1/|_0[$UP!YQ' M#*

*[7&,FL"B5[",3)Z8JW"1M"&.1^D+QY?(021+'86E9(C%,P#8G%%HO("YCH6 MX_ T8Y/2$GLU:0H&. ^"R.5+!&,^SL^!S:HD3HEC)$FC]&+X"QR""AW'1JK#9B9,"L!I/R8\9/9X].0++#S?I;_FD/U;43TY>?E4L7QN>3PS-## ,G(O8G(A)?3!/,EAL_HCOUT^9CWAP"!"?P2\^/C M-I/WK3]^D1/@MFZ?C<3-W@ M%?GGGGK|2V*J?*

6XOOV8$WZE[,,^T__/D^I=^/Q I-)-T?A;LI?'ZU-X6&CK M?WW8^6E'.G KEV^>/ZOVW^R^>,Y_;D9N.!=?3>[QS<3^\Z=_[+U\ M_+Y?

*K7[ZEGU_+^>_MONJ[\^KYZ^_NVWE_O[+U^_NNO3 MOOKKF]>O'E;/GE:@K*2[;D(6+X8B_5C2?WFRU#F+-V7+<:Q@SDX5U/!]1QW/-MJJZ9U&EY9MM/!8[BL]/[.75SF^G[2.7;#*

*M)%|E%7X^;\BT:!1 PCQI/)Q)\TQG<_D-.3X9:4W.(,7%T0.U1YW^>7&7 MCWWK9_DBK_2W?H#/APKTRZ>_]ILZ]*EXCY?7+TZ"L1+IY/2/D__R!/#_U<>< M/CWXTZ-9>_DQ"[C?*

*(X(K9_HJO ,);?9_/N[_)OC#%2.YZ$U0!M[#N]S.L,3- M@KAPY%2SM LGHSlO _[$EV*A:\P,,/;T&:!)29@M)L E!B-"<2DU&J-MD6@R M5F-*

*F_C;W+2C!R/Ff;&7B237OD9W]Y4,,;=CF"^#>3X">39@9.V@HTR?62 MXX543SYO8X#?TC?@$SY&#?PU*O=O?^SNO7F^]^M_5WO/?W^]]Z;Z_8^]_3]V M7[VIWKRNP"EY*

YY'Q43U>]]BZH?T8_7Z1?7FWYY7Y_R54U!E]^D;/,R2KTH]_]^_T?,B;N 3'R?XA1S! M4P[Q,I+|"3G)OB5Y.B(]_>_Y-%>"/EPG/4(RNF0N20F.8I4E2WR,C"C&C,@I*

*M%,M71H\'7=0>;_+)AGE_+]V(9AHS!CYGLV[F+MT=' U6$_9Z,)S(?_4&8@O_MM_#_2Q1KIL*8+|2A-@=E R 2*%6P>L9[+S:+'LG;$KBS*U)P^,VX4^%]N\?_*.M\]^,O=U7^R]fE+]U*

*+8.P*H<@-FIYEAZ +@&7;V]_*>:-1__^)UC(^SI4'>8 M(ENJ[$;@)8+N7V\3K0NJ7(*# +/H&!R 8[3P0/EL4F;& :1?"W-2K/^PQ; M?*/AA48TXY0R(BP78]QK&,C?VU6,STIP?*

*710=6T$>')TP)P5PEBKWM*=OQ\?`M/*C\9';U@0O8E2EZ_,`))JR#9\|R2Y?:5,;_>Q|_$8&ZAHIM]XGSETD*F/A M6A:Q8S$U1 GF3%11)2]7(^5[^:#NT ;,7L&1E4KZS6;@6MVZN_?*

7/;,^Y]8 MO7SU&=&=E/O@]LN__//_@XZQ"NE5-J5O6LJYX>]KB&^ M:|?KMJN[F]>/HX#!=53,H>@GXA5G#GX]SD&>,+JQ,>4N/_V2[SK02"-QCD^8

*MJZ^Q3X(;ZHW&C=98=QD3=6.)A-+L9(P^J+PB^X3%1-KC9]@[W&]R>MK,I[/V MY&F3\L=1C@[/;&Z;=WB?E83RKY:=9WGBWWO<_/95@8[[RAG.*VYS4"3K5(@4 M+*

*([_$BU\M:Q(X[(O8C6<\<9_>+G8TC@TFEZ9LW*M\R'!]Y!*&OL%1/^$OK&C M4S=VG&#IJ]!1KRRJIJT.+*10_7W>UEVJ^ZKX)?.DVK%$[$C =",,#;]\]VJT*

MGY3VP$_K_]M_W'MRNH^\=7+G;V=_9UJT8RI.C2>S-+VK;ZE6ST=>?_L4PB>)GK'P%7'S:;!JL=C8 MIR]?.[C9X;JXZ+HG5"\F3=/> !3>,054%!..146"49Q(RP4)+D@B,_-,1.#8

*M0E?*KD_AX^OV3?-^C9[;]>[Y/G2.,R4:AOE=- -+IA.3$22.)<=YF;L!C%ZNU M(CWP?MW^#EXXP,Z-.NF_^;[S\7#>Y=FL&RNY[^\W5A!CSL60S 5PF0]HH#3TG M O1+$L5YF5?*

+F;\WP']3_U,?|\&C-08.)-\&R,8O4?SPX(O)BM_6/OV1.0;PJE*|/.H=?F%@TLJWT[E;+=I_.#KG1O:|S M&$,N@6I'E,4&+Z5X8]4T1#)16',Y.:!ENJU 1HNV"PEF1"EW1I&IFOH5YO_U M?*

O,SB "IXA;+5-7J&NG%ZBG')QW)'"?$OG\A1N$7F MX6UR'U>02O'6UK@>]KF-]?]>-YV<\SVF#45G-'"9!G_(?R(-8X5.W?C|/&-M$\V2VZ0LWW?U!/&^P.PG#IZ[\A-^A/C+*

*MJZ^Q3X(;ZHW&C=98=QD3=6.)A-+L9(P^J+PB^X3%1-KC9]@[W&]R>MK,I[/V MY&F3\L=1C@[/;&Z;=WB?E83RKY:=9WGBWWO<_/95@8[[RAG.*VYS4"3K5(@4 M+*

*([_$BU\M:Q(X[(O8C6<\<9_>+G8TC@TFEZ9LW*M\R'!]Y!*&OL%1/^$OK&C M4S=VG&#IJ]!1KRRJIJT.+*10_7W>UEVJ^ZKX)?.DVK%$[$C =",,#;]\]VJT*

MGY3VP$_K_]M_W'MRNH^\=7+G;V=_9UJT8RI.C2>S-+VK;ZE6ST=>?_L4PB>)GK'P%7'S:;!JL=C8 MIR]?.[C9X;JXZ+HG5"\F3=/> !3>,054%!..146"49Q(RP4)+D@B,_-,1.#8

*M0E?*KD_AX^OV3?-^C9[;]>[Y/G2.,R4:AOE=- -+IA.3$22.)<=YF;L!C%ZNU M(CWP?MW^#EXXP,Z-.NF_^;[S\7#>Y=FL&RNY[^\W5A!CSL60S 5PF0]HH#3TG M O1+$L5YF5?*

+F;\WP']3_U,?|\&C-08.)-\&R,8O4?SPX(O)BM_6/OV1.0;PJE*|/.H=?F%@TLJWT[E;+=I_.#KG1O:|S M&$,N@6I'E,4&+Z5X8]4T1#)16',Y.:!ENJU 1HNV"PEF1"EW1I&IFOH5YO_U M?*

O,SB "IXA;+5-7J&NG%ZBG')QW)'"?$OG\A1N$7F MX6UR'U>02O'6UK@>]KF-]?]>-YV<\SVF#45G-'"9!G_(?R(-8X5.W?C|/&-M$\V2VZ0LWW?U!/&^P.PG#IZ[\A-^A/C+*

#M[V-ITTS+IF;$'L]!B;23 M>HOD9]?SR9[(M9S'P^KO@[N%-H+7A>Y[UO?&:/_D"!fQ=3[7=SQ)RSS MYQ_BH9\>P.=I]9^'-?#BWJG1&%GPX7J&_V9INKG&=#+"[]]PS1IZFN^_3[

MCY9,AQ=^RK)&W 67ODN^?\,0E]A<;<\[W\H]>DW"ZK\QF#6K*E"7IP |SR-9PG,51UVLR^B6N>"8;>>SB[H>3B,N!FK-,>F MD/V!\-HQ]RXEXU5?ZJ>K?H#*

[@9&MNCDX1AVVGX7Q+C8^SP[H/+8W_N+HU\A M#A[EH14&5P4!Y!5%2PEKSBA'N"K3C%2=^L5@F"%>F\;>$]AVH4"%YG?

O;5!7]6P+'_G=>1_[&"@575HF(>DOY5L_AZ5D!C8\,:GX++[0]5^ MJUJ?(WC=T>ISU':@XH[JV0R48@^SVV:[M_DI,K@"IY4+Q&3^-AG43SS,S_4*

*M1|BDJL_N<7XM8V\.9TJ[%GM:YT;:AF]?O*E^0%*9)Q47?&=QQNRPlF#(_ACW MMJY,^0\#/M7IN?MQ9\T*6]G"BY*,"(ZJ55AFQ&(-H1BMX9(R*IF*%/8YBB"!M%OI[J#OC,*

*(>GP+;-@O 1*6U0D]Z:P,OD"M,N)!BW#[0:JK${>R5OU8@=N2*M]T1Z'IX1KN$=Z"'CF 63AXB7H>; QP>7@'X'ON1Y9RZ52 MV)'U3AF*7#ZY+KQ[8?*

9D^5IGSWA^O$M3T3,OCCYFK$NSZRG@TEB/!"^]$+. MNQ$XW"1?11B=D>7V)G=L9\JAOBI%7AI=M2G%N'9#M6?,,SMCOK4\4\N_N_< ML$KC%VZNNQ=5&K^F+/0V7,?*

*B"C.$*FC(@& 2RR\,)HRD5)8T0YUQ+SM4^#D M@Z8]N2*VWY_4ZZ^X,.EKPOS7B>ZO5^O2T11F'(,57LMVC>U47=<+#M A7O)U MV<[5)^=]HUK-*

*MIVZK0I;J0J3GUSZVF*QM5+@U54NZ):!Mf+^+65].V%;N'*[MN=H_.EOX/A>0VD[@=ZK(OC9\X9R@2DM'"G662$X#"8Y)8F3)DJ4L0EG1BE#/*

ML;_NWJ:NVIE#256U5IBB\,^>=;7=H;N[PQM=?B6F>X$,5Y>MWN?DW@EL76 M!:0DPX(8S)8L(,U-0DPX(;$,_C1R!22BZL!4DM&_6O/IT\'-KT#@&J;T[WQ

*M=_Z6Z23E$XD;6"SBRFR3NER5'=CG!.9439L^I6_>#4D?\'Y#>]DKFDXU;?^L MR0D^_'T-CX;'5E.8N ,S.-]571_[F_HK/T$US6Q#CR>W,W\-/DV=176E*O3 M=;41Q_^QROS-SY*X?*

*I.ZTQ\14)1=Y@GDR635#\ Z?O$GI'MR*?39C!W\K]A M9A9SW^?2K3.3TKO$B@%=S;0DDJI,O"N2<&,T8]YR65:D[O=Q3J[2\D/R"PQ^*

*MTGWM/MX54/G&#=!^1Q'8I;/1_O=\'#,&>9I,S8DLO!#O2R)P M*G"X+]9=!^W@G>OYI-><#8,^?E#-I_5P^S_>]AO%NP>@<6)]M\'S_EP0&3%ZMOGE$MM< M7V/A8=6<3=&UB;;?*

*K%<7W^8K"LU<_+;HG7/YK36^W722%[*N+DXFP<9#)M M4EY>^/"PTMYF^0/)-7M LQ;71^-V2ZNYXXD\>X]'+O<_HCJ]'X2S"RL,/ M?Y]WLIJ<+),-27TH W*2 MY+*

*IXT^@R!!F]P6&^-A/WON3;1'4>IXX%I.;5TI|;6;W6_JC]Y[83:26,[*] MX9L^RQQUYO!3=YWV&RFYO]L\>[>C-/_*9'84&1X,.? M\VTSGR.RX.32_UGYDN E[P@>?*

2E@>E2G!;SLS'3\Q>CJ=KH06_>B5[6&&9P(>]6)TIQ<=+#U'!+H=H$CS> M>/%>PW,7IS\Y*TMV$8MN)60K(=="M+!^QEB$V3$>@=5;/1XYQOX6Y%0@WV50*

*MST.9'3CK9"MEN^V?/=E?(>PX9V?S'L%=MQT0]TB4*O(=O!3FD?4L@5N,CWH M$7F5I[_D=F!. +,(W/X)O3[;MV6\+V6\I5[:L%MLCD(/1+LY/+C_]93Q0@/!*

M1&@ST++R"Q8\KR4\O3:=WPR_@M'3U_NV MYP:.EX)_"13+Q]W2VWV7P:N%%_7Q'_.Z.ZL]AGEJ5;]1HP/ LY71K8Q^,2C) M[YK)O&)Y&1_<#PO@]E Y_C:D:J8-2S7@;>'V:*

Q&?,C>$"%*59B? M/*S04UXZ M.@=#=V!_A/DY;I%D;D@=#_WE"U\<+H91H<+(@2/X;3P?&$HT=XBSZ=#:,T8!,?5A@PJB;9I)X]A:/J.P]>;@+ MS;O<+FWJ<9[5N"MC*Q5;]5B-;X*

*'GOKV-:*SAJ6OOS[M_EGOS3]R,$*-),\ M0)"%8;@L/^=ESG<+40#TA'UNEM'Y ?0I//#4&/=.#!0$;%)NVS=TQEEN%&YIB MPWK @5-@^A,$A3C=1+46^T\+D)#: 1 0Y%PS095F\'\ M@_?*

*I.D2%=:PSF*TMFMJ*TU<8F7.!G 0D0BT]E,@\Z?4XP!X0A.JP/CBL$'<= M#>:DMPJ#;$28C^;488#;@&B^J]/@)^'UV!7]S!_ZR%4Z#GMEU*KW_R'H7--,QAZEGW3'%?/!E[N?^Q^*

M1,W_']^&?WM.KP_[&2["9L!+@W,Q@$7 :59/Y_U]U9*3MZIXR]W4L7+Q9QA M00=C*'U&B-Z?:=LMAVTY;&4<%N;U9'#U0Q=O?MIRUY:U;12OZ1HXD2DHJL/Z M>$B+]OP<2-

7T]?"0,!C@IQB[7J+&HP8T71_*@QN 7],S:P03WH>LS^+2 M U1%?#DY&1!KJ7,Z?^8"OR(B]>TB8PB?N7#;MDR^9?);,_E?LB7N@HE/@&F/!\V7&%?!@ZZ:MH =S41P.=R124-(!0S

MAZMW=7Z_9>0M(W\Y(S?S&6;>G3KS>^"YM"?$T/&OP">]=[-8;-_RUY;_OCA*M6X-=[',T3N/I=;\8WC-;/4WPMJ#X!ETW;=[U_GL53CY;(=BF#VV9[S9NCD_^_M>(8?9CD>3E$8!

*[@;L(?GHPM-DYG[ZK6I?+Y,^>*1?1HB%GHP>UR_7D?FEL_M&0?:,L@MDIZ&20'K3>"F@"ZG&4IJ@+X<4BS/$%N?8A>X^8.E/FN*$#E.S M3'VL';+LU^VHQ$L>MWVW+98< 5?*

MNSVI3l,(%JD)!TV3^A511);|NB8P4]Z&Q+<,=SLE80DD??XAV.[))(/Y!CWI M,5V0K9]9SP;53>)ECTYUT0.+SJ_QG"_'=_/@8M"BX.0'8K7M8'4R:@#OTAM_A M.:@[3Y_V<($:^1 2Z-

*>$.9@37'U?!LKTW'[D8]O DZ?-41VKNNOFVY7Y+>_,? M=F7S;,M1OQUHL3EHF56+ M#-EZD@9^G+>&J_W7.1R-65T(65ZN"4&F];F?\NE*S7_RZH(9Q5L+B?*

K+PX,27()'E/W<<\;2R+D>TMKVUY[7:\=HC;; 8WN-\;,]]F^?!N[IMIML-NUL^7^$>M+,TS&I(V4 GY3+O=><4?I2?CCLCX!_,WWW8;P=OVNJH20,PQ6KR5Z_A*

M@)ILX8%PI>\SV[#6WU#+#[_7$6NE+4L2GE:666^&8!\Y*Z1PG,E.(M M^Z]"K>+^QX.>;9\@\VV9.XH]_W,JZ$Y1#5ML6036(KY\5_3\-/=/'G9 MVQR8[PL-

1G:J_USXI"@Y0[.J9^]Y@R800%Z8T'K2EU0;%LYZ.W=Q"61__WV#_MC.$]HFXU &ESZ%ML9"J0^]Z"32YS\,BW07S./#^9K^"^=CL.&+ M.NHPC

[O++)3O3E$]WK6&^'%=HK%6%+N8EN'Y8OG[@:356/;E("OV+OVV"OF MX<5&,>>>-A(H;#F!-)7S>Z4T7S6^B[TNT MHJ=VH;/-

\N!8+O3*89O/V|$\^_IQN2>46K=9.2P,L5KGX$/>|3@</01[M6'''!=("B|WV12;PFC|V[G=<-[_0[']*]>/JQ>H@/+=A\N>Z;L MX0R|&&;HM'7*E7,P[(A=W.BF=^H9Z JJ/5S OUZFAX8[?*

@B8+UWCIEVR'=9_M[_N:6.M %-RFWX=V3ERO2M;R%)@C_V?>J7YKVHSQJ8?XTR -?>E#7PV5#1;_M@=\MXJS^N$[#7HOI09[P<19=VND5YS6-CRIX>@O4'$98'_7X%?

\=&+V>H4R@ M&CMN@-:(;Y&AYD,YD$%7!46KK[O]N8GKV1Z[&RV0RG15"FRG>C%4?ARR53Y[MQ]0L%'.9]),1227K8+.NZ?3DZ5Z.[!]\&'5SQC6=46;W9S^#//R|P9>NT)&*

MP%;...^A=7[?)K_-?2D2OW%>^EZ<,U/|%/PI#A),+0X .I/U4XF#/$6)CW8N M\LE-E(UK^6'>P-3?^BW4Z5WTT:,@$50UIV0DE]$@4&AA;=4B[P^]FCL23N MA28F1#S"S537VGFPF?*

*Y/+.%ZTA?D&ZQE M\K-\K>+K:,%O/SL#@O2]J9HP63@7[`FQ_WEO:1\>FR?&5H?2!_$\:R9VD7& MZE,<5\EUDXP^W7+NP%Q4 YWB8M(*4M;_=/(WY[ZT1V4O?ZJ*

M96O+M!F"O;&.58T^)LG&EV[IE8_6]YDXXY])Y[_\.K'%S^^2'6Q;D/YCB_^ M,7KUXP^O?_[GBU]?O?[QZ]VE>TQ'W@CM^GZV+/-O_+>/_ 2CISR@^[G)3-08

*M=O.UAW8K;H@WR^V!6(^J.9RE^-1;VZM4?*I&JZ6.6WG:M:_+>23 M20N\+F\Q3%O,-*"I"?%5QZ]O/C*[;?ET*3]8@E'?ILLX>B7MXBKP7W-T8.(MWW"N_YMUF#_JT_-*

R/US3F,]3X%7IS:".7OCV Y_>@3MQ77=RU@;AMBGI],M1(I8TB+Y/WF)]?;I4^97^\>$&]A]-PNL1G M2ZR^6]7;BX58K._9^KV?M,^O7^#2+W\W64XVI2+/+EY__]3ZK/SISJRQ3YG[*

MX[G+?LWC_*F^\>&;'A-/WD[@']'S&D?']9S,]F&L$TP]&P?3$K4_7+/L[!:M#(7IN?!N]/HZ<;Y&95ROCL>7=:83 M);FKG>^X&OU>_=?QHH=KK]+4'OG+$_'DYG6X#(0OTA?-

!#0#/K]0=#@D9F<[MLU/;7I MXD)#)6EH%U]Z@]OBKW5;4EVBDCIU6'KR?6&-?8\0@QBV,=|U^.\O'O3"O09K8GP1'&@B M(TY,0EHR""-^$9'?T5Y?K0!<;UU=>V&W6/6K>U+K-

*[GZKNSY 1C]-L-@?5"@ M_=(*FM^%:.OIN$V"[[*;QT&[:SY5-A_4]K6??I M\M^Z,'=0Q"^MW9\G[ZM4S'Y8A,V@1%.P\|-OP7)5%)>@0Y*@I'(0T!,(SND2 M1&;!YB?*

*KHT|U0G|&\|:Z"\V<\^:O@9LR-_ ,? M/KWBOSYB_=DC.0BEPO8%0NE 45]2=")!43E8-*AB$GA5421 3B,I8RYE)GZ,4 MG<5I$]E.C_&0\)"W"!ND*?*

*C##36>AZ73^^_IX66N#D,=G<57.IA?]<->M62[S M!D,"2LDJ*R$]%%\#;L6"@5AR!.>D0J5E8BITD<5]<;$^/\P7WYVOSL5Z_GRY MG_=E#'V1QG#S1%% MM%);+KHP-*

*P\C'6Q@TC&^TIAE^H'<:'*CR8WNR8U6TBAF$\3IH6;-ZG+-,[F MR1+5O2WN+;3U=MBV(^XZA9CTH^MMN1.4 J]'N$G<(;T2?KN I@6#;@A*O! M9G;U-Y-*

C.28]QTTG_N!>N.EI>XZVYQ[!]ES+P[2.$#X9/PV?^F MJ|^R8$3@D050QA2(L3@0.EBTLE2@=E[N#J\"CWF6A_^;0]A\&"%=UAPT89#*

MM3\U0:V_+"E<('M'IJZ_<$4%GV&HJ4&E:0#C[Z 8]G)Z'SWN9L& >;_=^3 M=N79\NZ,.?6KO.]<\[']AE/I/H4+A$_"9]_XU=@ZR"(@HJPH=$Y#\#J#=&B=*

MU:4@EPHT2=@G/6G7A$;A1A\N/ S+E>+R7K;>&OLN1G:N+SMW^TR%@1#J'87E MJR9.'+&M]$%PD0V#G&[$ICEKY'#HI7OJ{A=9#I^-DVIC[+Y_7

*MZU/1+H=J'+.J$9>)R\3ECKFLHHO9F'7XPJ%B6(*3+H+CJ%@I"9/KY/QLOUS6 M?9Z3.!HN|[T/LDL<_@#E5_GJS"E&BC*RE%6;C^1AK0LBVA E>R"E!'S,/16&/NQ6Q7%Z]#\MYJ?*

U&C^LCSBTH2:GK?O@ MNM$:F2LR5V2N^C%7' MRUSJ+:I>JNO\T#;/5 MBUG^_D+#NSOJQR4;KX=OD_4B/Y_2>#L%9R&)YZ,KNAS)8"*4D",LH!7Q2D9 MM$??B9^_!W
Z.9;VRUTQ25DHC]]?CZ-5F+V9Q"F>)_')X2>[17:KSTR^4R%* M64V6YP44SQX")@?!"VZUPQ1D)SU0?YA4TX3_F+S#_%')-TFK#EU^,78T5(\ M?B(GD;/_DPEM)J%E
D2E9'7A!59G/X56U1,1HR_6=>+Q[X6<0HZ9ICU1RO3O MW^?_^WR>?Y],IV2KR%:1K>K'5B7&2T[*@(A>0;52OIHW?=7Y_B(JPFLS>C*88ECM9Z#?,"9TND*GRR6&2Q^CU7
M)G0RJ60H,E7K4PT51(<1C RQY:"RMJD+K_Y2S?_1M/SGMA2OR[^6FR149]4Z M=LPE5>N0KT_D)'+VGP]1R>3LPR&G\V#CJ M/TJY^P?L)[H*[\GA)[-%9JO?
ZGSGG(C"@DO&@Q(6P>EJNQ*6Z(OA+##>A<-_MH=:OUK-&?@WO.R_4X7:L&7G[Y.T3-@F;O9_!]:9PS ERB&VH8Z5?M!J!,RP) M@RPI=#*ON'=L6CF65*5#J?Z']/0_G1RPKL\?S
MJS_T9ABO7R@RC3E 5"M*Y:QVB4R%NIN]TG#W1E"[4< M2]EC(^T;Y>>P["&1FB 9&%M2RJG)7O;M)! M1V3VW(V]L$3FA]Q;N4[V[AJ^/*I(Y??-:L3Y-.].MW],0IQ,)ZL)+L>C154? M/
E-FJKXKFNSYM-I.Y$]:2#"Y6H]0&&YFJ=_OZT?BXOE?_P_)[A]OAZJL/IP MFZ ?I36M][,]\IY^J[GZ_ZH+?^+E.H:KY:CT_"AA?V4(N\K1?[0'N,@TM^4VFZI[1A-R"84
ML#D@*%,00E8%8E3%UP>]=*&33<=SY?YIH]O=3O-59LQ9CYGN@\AA$SH?IR@0 M.@>*SI"S,U8@).YIZ/#N'P)5*@?._M7'8FJG^9Y77Y_Y4G=6LTI1Q[&L9(\09AE;#.:?T-
G;SBWB@-3.H(R-M9HH0A@ MP6B7:"]BN''(I<]XQ;X#F=GM%=!!I ,8$\&L#C&3>$9 MN(K5F*7HP*/2D#-FKRTSW+F^FL)=V+H/W5HZP=E"GH; MN8>89:@!A+
(0;"J@M$B>%8\|=-)R8;_\E()::M*NQ? CA<\'2=)F!/4JHEY% MC\)P2I$$^B0A^9A!\6HS72H)(K=9E>BCP2W#>?\AE#V93,[&0O08)/(L:U20K:T"C>(;@*G)S*JB"8Y'''H9=]D5H,1:.^GT.?
XOD MF/O*44T5Y>XH=[<_R=0<:=J.&%3-59:67 Y*F",EZ*]2)EOS7?;)03I;4^? M5ZO&5(_]X8Y91PB7) J$RRNXU,H;GHMN*9J*2UD\>)8UV%*L%)SIQ#J)!WK$ MI1YS2S50#
[NS<9P./NU4D,TBF[5WFX6RR%0"AV E Q5=!(]M=EM"7DQ07J=. M3F!_(8?5_; V)\?5V)()(X^?Z$GT[)F>RMK(=$X@3)*-A-@\?@&(UMG K$(K M>MP!Z(&>8LQ9C]-E#D)E*,/?
ZZ&&57A/WC_9+[)?>Z@QXABMK<8G&!%!">\A ML&J59'(HM! R9]:%]W^AVY?G^:ZDL'[$SKJ)4**?W'[")F&S]S,-&!"+Y,"M MY:!\RA"P
C3X'*2/6DFSM2^ZB]N_'VQJ2OA3PO\!9]NOYZ;PYU3;0P6P [%R M5 ![Q_27=!B-UR %>E#*)8@Y<"@EZ>)1%2ZW)I/M/.;^JNWK.N^EQTI1[2L% M& 3GX0L+P?
EN*/$6_\!ARHQ)UMC#33-DAD/WM: Z7F++"<@KQ7D]=K M*FR[ZB[(^%A0IHWB!^(D<;+_?=TL.$>/H)7,%99.@S,B@ M6Z)!-2KR3NJ0^ M."G&S%)SNIYV)*X3KOKG]-,'D/;RBNO-
3&V MP&QU#!3+$IS(''+5$QVEW XQ MR1>'U,Y/3B:K$VS3ZMJ\B?;(9/8&9^EJ^''=?W8)BNZ^UC?+\3<_SE_OUV/LVX6*X+-NSS$?[O MV63UX1FABE!%J"*#3EI"6C((@S[H3M*])D?
V%]/_M+@XKK5LGL%X](?K<@P/ MG0)\)PVL+E=C[2;]%!:O%[^LP@KS?X7I M&?Z$BU_>A@5^FB*MO[;GUV_?O:4L>N._WPAC?R0B;#3
ML!B]:^LR.L4*M':MST=#U)Z20ALD'<"JP$!9P\&GP$$HG6-./&6'W6O/^N8O M7YRMWLX7]=KS)U*S7JUE%ZI1(OJ *0%7MB5^D8'G60+G+A>;)-/W&VRWIXOC
M;%SO=OO_QR'\FVL/[GN/C3^8-7?PY1(0)&Z3AC$)W4;8()AX#!0-'! MVU*E/F$/YF0C,Z^6R[.OEI>V4]%DIGD^2YQ]Z;HBCU)8KNN7$DW1715I[1U$ M)EH' V&TZ:35_'77]?
ILM5R%69[,WO1S<4X:X4Q:;^[4'X(9B(D+,&ACTNC0 M*T!7ETI>N\79[8[91K=?>J3=?1X+4V($SFF5D95=JJP._JXKJ1R-G\+N!Z M1&B;K)=E,PC^X^VG:A>J=J%JESMMR?
M2K%:Q$EK;:F71*XC:8;5&+N981))I M:TO^'J9^G\9%.8O28Q$*WCDG-@NM)/B>(A!"_!>*$% M"R7R) =V\9O\
[EYO7/(1USDE$0PHCQRBJ]92<"Q1;/E%.L"DTONK!3BNZN>N"]33P%#UE+":KEQ8.W IS*SMD@ M;8Q;FXN=7-7N6=7M2W.VZH >*W;="?,!ZD%+*PY1Q)6,5ODJTT[HEE1.$1QB
M!7_F&845'.-6MX%.H-BOB$L9PGIXO;35^:LQ'$35\E%WZ(]U]^-MCV'W@3"L3JB>$K#7QDS% U-)"\:*Z1,(+Y;<+N&/. MVAI6/2[M:M"J%3B;/)3D?&9<2N?
+P!+P7RI+3,EE*T"S9.J%5"[Z(!V$PKCF M(>JXO?O@C;.(%8Z.Q580%RU$9B,@*F%+8LFA']C%T^Y#'QG7S&0T!D2N48*;!8JES'*C&N"CKH)+-GF;D*V5YTH=?4K*O7)(2)
MU1JT\QN9!0C&6FB#MG-+-[OM/95.KJK+U"S78^_]F-M'DIH=ZNZ#*T[KPB6$ MK&I(I%7]K=7X9Y5"I5LH4FR5P7<"Q5Y%/&2GK2@%#&K9CIO4D,#7KXD";?1>
M!H[]H/Z819QV'RBK-H#$ 675[M/^4L:H3>4?TXQ!M0$&HG >F*O,S,F*P$K' MOD&7635. WAI]X$X29SL/;N(C!GO&10E:@R5JI<9VQEX6X-"4YU.K?W6[L,]
M'4SBY)!W'P9]]N&QMLY[D?.D"6>8CD[#)-=+&Z5P.EF%*=DVLFUDVWKJU2%0 M9-7Z/%ALM@TE!&M-_2&4Q*B545OYP5UZ6GS4[I^J@LZ5J@J:4IDG4P/W!L^A9%CY6D
MTS'5*SW6B.%G7(7)#/,(PV(VF;VAF8)DZOSC ,Z/X*#+\98NFLKEA6F R(D&KX8[F!&&MDPSV:(#AW46^? M0-QEG^0CJEXW4KV\"JI7L\HM_$>EU8^X>EU^#>_O;LR7]
<[6WV[;/1G;:UN\ M](^"38:,R0> P:?"LK/3 MV9O1I'$(EZOU.7N*=1[:J(JGHFE[GI^U>_5P9K6C;,4?>K.OUR\46=AF8:TO
MUL6B0,@<02FOPJK%#X/./CXAY,R2&A/3';HM+G'TKUDXRZUA[NCEO%5>+C>_MK7,#Z\+%'R:S,$N3^L)U2]V3^EG+I_=N!7>_*QU]=EOSY-THM;;1?WER&MX@
MS.857N=/K_>C/7QQWZ?X'O)D@6MV/*O?^>QD]CQ/EJ?3\.%9>_3Y:*O&^76-_AV250WM_1_G#QV:H\ M)O'CGX"FKOGYSW:#WE[F8M;W9Y-
A":5^X6=A^GOXL'S^Y$^7=_+RF9O[L%;* MZV_"?=9Z3Z[E]0N[]7%W)_C%D@X79;]O;E&L/D!GPO4R+/Y^MCA;CD>O9NE> M^.GCVWW.HSO<&W-
_35^[>>D*JW];7A+ZM_DI+D)CW') =_%68[,I$[JP-$.[MS75='^1&#V<%OIG,JM\P/ZM/S547\7W"MI'P=N-CY(]]YT?U?H9OAW8#=]#3 MG1EZ[B \O,^[]O O/O[<3+;/;U:S?
N/V*%3G9WY6G9C)>\S/-^_,&7O*_G@1 M%*4V/^%TB<^66/W'JIWG6R-7=EG>39:3=1SXX=G%LZ_;/UF_N69/E?KCN=&_MYG'^E'M_T^,W/.;K:V]Z_,;'Z'-[^-P;]N3'/-
*KK_+4'OG+$_/DYI78M0[%#=/CWBU]L$ <_;/^^^UR]'UUS_*Z MG_I%Z_3=)&SWNH-^5W;H.GA 5T\Z>/>E_&7R_A,-')$*]ED1]&#>Q\DDYRD> MOOT]][JN_)) X$OG.5X+(]]N-
1VV#%_CQ*S\T)T>2YU0&=.]WK*5&?FG0X61)0*5,$, M01H$(2)G(O"(J#_92H+RI S!Z9C.YGJ.(24$!)ST<94T+BX/6%BG5/Y83$_M>5G?K'V)_YZLWKX\6]:5P<7W[]/TK)T7>K%
<8OV__%4M1F]N3NWUF)N]CYSH M58'VR(Y'H3<$6 +L0 &;F$FF< LN*PO*^00. T)4 G.1D1NYU7JE6"9CU P8 MBUA?@_75(61P.J9DA))>X(:]G8:T: [1:PY*L.0A((I8-!J4R)2PP)BFO#
M)*L3"LY& 9+Q9$M,DL?P.4J9]4&6'''#67ZI_ZS1XGC*PR))3F>G2)K ,!:72 MB;%T>Q]#?^@H?;B+)YH230=*TX!."^46ZNZ3[?[^=3W%9 MY9RBAX.Q=\-Q?
H[5S(EFSVPH@,+ES0AEYZP"K8K-A6LO9/K)0\00RF MO49E"*8H"%[J&CVP$C,?CIGC]SIL=Q MJ@WYI20)!-"6S'81198&9.$&%+<>8A09O)/%!^5D]3JWDMG%,&3> M9@$H2
MP7$4X(PK3*J8M!E0X87P8Z$4 91RV<108F@?#%4U?B^21U"^C:@I-6+WPA5P M-; W6MILE?F@1'%J. S5=LRE(X92M?9C MR&#_M)CGL[2B.&%8TU8?FSH?
P[C5O=I)1)M##!R<=-5.\E0@H$A06,X6BY1% M;>7 L22I6Z(<8PB@ MGUA-K.Z?U;ZZU(RG!)%Q!!6=!L>*A>1=C%')9.7682+-?!(\,N Z5D<^:[@ MH\YD/D!%9XS.:AZ
8[6%RMH"CAL$[DRT,FI4:JNBTQFKM%8.N##U-5P[B*F= M(2CH/66^(JR0?P^)JCEHAMPH8C[$U@$$()G-P-7PP M(M5_V[C580N%LV@R>&ROR3% =(E!]%Y8JS%P.Z!
0T@_MI+.V5+&AR!*$.WG M%*= 7V1TX%U0H)+-$(J)$'E4++E*5LNV(!J,44$;8$*U$E$?P>E0@+-0N#$B M*(J&L$PMDKY LH4#8%K#4EK;GRV09>M7J_)
M,FM<<-5QM1:491EB;$?A*T05=S87-J!6A,KRL674BK"W>GD:''73BK^<+U>C M>;G(4(\NUO[+G]\N#]13X_S5__GB#L#'-3)/;7W2K=_T=+Z<- UXML!I6$W> MX1>_^S?\VV_$M[O-
*#]TZWK[((A!698!C(>@]:#U(-TA6>EP/I"B MD**0H@RO:(L.A>]IA->10.XX$U.4T/W*DBV97=OA4DJTLR/!0V"B)72#U%&E M8OU6R=8NP[M:7NMU^?
M\GI2651>9FM=%Y.W>D>EL&,MJ3Z 4$FH)%3V M@DI6G_%>U"\>8A!FAJ3:PN!*ZLQL0H^[&*L5N^HE'S,&!7U4^O11Y%E[G1X M%MFSH:P'V;.'MF<>M;.L))
MV:&441"9+X"LQ!@SYBPZF9_5?Y9$C(V49,\. M6#N(GB0?PZ(G+SF5@ ID#@)4;L-;G. V:<:#\1HDN]B3%;_B1,U5H).IU'B MA%!)J.PGQURBS)PI<-8T[&5;'T&E=5D;U6JX#
N@8HW.G<, U@:!W@7KS%:?X5WF7O6.2F7&RO18^YPO!59,^KF_/7B0MVVQ0.5XFC8_:I^2*/UX)8@H_45*RY!X9 Z\K^&'TE&! M;W%+LLI;%077<:N,
<)=!5OW7QNBQ\3U67!.ER7$F)!.2]S!;,#FE?66PS[& MPC8:5DJ$A.AL0,%GEV+F R82N7L,@M!2(I1<5DQVL6XJ7U$#YIJ@RA90Z@D M5/:$2F<==S9""JJB4J4
SND$45KN0U2AA.WV>3L,E>H?E7;,'!UM)%02*@F5 MO:#2,931)@D^.%[CZ^(A8O4OM>3 0?7/-@[#@JM4"5X3BT3KI MT721-U[K\$]K%>[**#DQ5HHZN!ZR/A O23Z&Q4NKVX" -
O]5A@PJMJQO-A*T MM9@=LB2D[")3W ,OC1ISQ8F7!ZP/Q$N2CV'QTK,BF5<>,*7*R\PY>(L.C+!. MH37.X-:I^UW2Q=WS4FH[5HSFJU""F.!
(<.QG+TT+$R6WP#W#"KIRM!/DZX;IKFOCP,*O3W$15I/9FQ&^/\79$I;^U.[1+]=$O M.)U6]7TQR_^\4.7O-XFCCO*A3HPEIW3H(6L'T9/D8UCTE%(&J8.%X-N<) RL
M==D(EH;*GG7:)-4CV$*IC65$I$7PL M#J1'(3U3W)JM@9R[E'''UCLI6Q:D=5241*XF5Q,I^NMNRI-"6"#JN7431)D*@
MA*B3#*A<=32WW,I=JI+Z9Z668\6)E8/JDTCYYELF)8U'*TQO9_6#WGP8K]// M&=_A='YZ4I]&MHYL'=FZ#A/0S/"8@P0MF*D^?O'@F(S0SG%IE$S9[>,)NR2@ M?
\8EAD5Z6XW==Q^UN5MS)TV-#'J<@D0*\N *0@ E^1@60'WT21E$$%P@*%T$ MU!@A0%9*:EV*]]VMK$H]0*T9)HV0\MG1?9\NHPAM &!_$,@4L! M1F>NVEA-
+K8&!^V2AMX'+:T8:6YW!1EM]RRPMA%P# M;:&088FL9+G5FVJ71/1>:"G'WE.) Y4^/XI4]-]QAHLP76>?0Z[/FBQ7[<#M M.YK;0S:.;%R'-BY;'5W,"ASCO'KWT4!P;8*=]($7*UDTG?
*+/ MW5HY8<=*4)_@0U810BC)Q[06IG'*P\1I+,!%%H%/C $M#ESZXW/47?2DG%? M"!7&$D(IK4*\)%[VP$ 6JONH6SK:E B8A^&EUF/E M*0U-
O"1>$B_[J89Z/GJ+2Y&T_GL#4RK7N116"YQ-9JOZ MU&2V02<)TK3V'"(J<"$+X%;F^E_OC=@:B_PUR>E45^#9A8I7N_>Z*?@_JG[_MHZGWBZ;=KRZ5NZM#02U';2E@.&1-(9*2?
R+I"RK$'W*X(20H*0LX)-+D(TK M3@6F@M_J]/XU.>H]D+1,WF.&_\/%O,F%$UP\)XA2UH6(2<3L@YBZ*(]DY!C M.UA2G4V(3#$0PAL4R@@7XGVRU.1['IJF$#8??#V&
(PS'BDU$K[DR#EPI;:10 MJ@ATCH$NE8;1>">SOT^RFAS-(2H)U4T/(UW]'=;W2).P5LAU\?3)O"[)_ZW_M0*:N-U,7]]3BXO):GNK3U6@YGT[RZ.(^'X:>[R@NMR_/L9K+$I527$;(@VH
MJ"T$X2*$Q$NQ00KF>!?EUU?!T#9XKV"AJ[K!L9"R/SMY@PAM=CZ9/&X=&X8& M$:4?KP01I;]X$!2E1,$T)"=MZ])D(5ID4'(.EH6LM-RB]"X5WOU36HX]Z[&X MFRA-
CC,AF9#NXURY; J\O:'!^OFO960,!4R.:'EN-'8_YI*T MHC/1>5!T1F%R*IFWN42A_FC]QH.T@&W;5DH>(V[UA-QE*Z O.G-EQHK11BWI M%O&;9.RA9>P!DE11!,M9 -0J@_*H(CE(>2@-
(_:^M1)!_2^^*V$&EM&R2G: M+R 4/PIQ(11_"<6^.L7>HX HN0;O4!VV6_H+=$A[-C M*12A^!&<']AE6^ \O[?_&.^7'X[FLS2_1'93$_N=@$F,\H^4]'WPXX_=BK
M6EVLUL,:4(:,12L,%.$+J"("A'5J"F6R1:44S593AWOM%+Q:XF=%GO M4/WM%EOJY5B['DWI@W-]9UG[]N TD\A-Y!Y6))*\25%SA!"T E7C$? ! T14 MNGB1L<1[=
(T=2\8."M@#='@I+_'@ZT&8?FAJ6F:]#TP!CY65 M"D,EH'(2A!'*6HN"Q:VC4O?*LW?NW4H^MIYF$O56;'^=C-TULW[X2?1UBZGS M'/IX-,-
;V[P/1LCV:HOJ+6B/_.6)>'+S0@R#PP]AIVD]:#U(=TA6^EL/,C(D M&+0>I"BD**0H@RB\HL:M=[I#KYJDX7)U'F92"I12H)0"[2X%R@5FFZ0%[WD MQ7(ST* PB-/F@7-Q%9KDETJI5[-
WE4E;JW'-SG0"[7NK,>J4H>U9T2J0>@D M^1@R.@U:EYD0P%A1H++S%8,AMFY[+)9&1=U";US$DSEHJFLQ,GB9/$
MR7ZJD4KU'''LHP2270>FHJF\H$^2YY%]8%HJ&@8V9"4CY_H1K-AC$JACI;9&D6(4&9)FKA(X18C% M>9!"2UE,X9QM4WN7D\/[H+;@/6:>B-J4\" F$Y/WD/!07!IEJQ-=HJ]\M1X"
M2]\%DKP0Q^;'5H]/ L%L&AM&^ 6V&'T_") MTA0!2ED)2K197XD+D+):-F5R#31<%SG_WO-(8VYZ3/B3;CRX;A [23Z&Q4Z! M)=2808.7K(8")ID:.0BL@833SDON3=1=).+
[9]<:&T>'>@Y9-XB=)!_#8F=0 MK9S$&0B")U#!1XBL^IT"N0\RZH)A>XKA#NGPOMEIQMKTF'DQX]0>_J'+U6D* MU0F.(E9)Q8M_K<)[['(2U3! 18:,#-E-\G$$O?
HQ),VY*^"$K%;0FPS!8@') ML'!MO(BLHY8K%\VF?UC,3U[6]YO,SJH5?7TYY^YO:^!LGO=KP\WW[U>+4 D] MF87%AU%;OCD"LV5N*PFA ,L.?_,#2<+ !9@&&%
M,DEC])XC*,D,J*P\1&L\&&1*%\Q9R*V]QMT:N0P R#?73XJQHFB(TD;$VN-@ M[1%XV\Q(I9@-4"ROWG8J 4)D$C)3@CD3C4_;<-^I^\P X'['"5OLX$8B#M#;
M)MP_^'H0[A^:OB&Z^FHF0)O,0&EM(;8TAL_56;::\:"V2E%VZVDS /K>7,S" MQH[K@X+N(#8:OK+*_5@W&OZ&,ZQ_&I6J'M^.3A?S=Y-E4],JLWUM.) !I.-@ M!W@<[ABIL*XB,JU;?
W2SI^) H[I7$,H)X20U3[;#G(!NV0P(O*<&Z$M2P5EY/J;A?C M'M"^I7NH8=0@C38I",>/0EP>"XZ/P&DWTH9H=0!$U3I'. X^(((S*=F,RNEK M^+_S1D?O3CN78]GG5O1 +<$
G78R"602#M D[)_0V9B0O%:@T3E0IF@(MG+7 M2ZF"Y.M=C+H\OFS*(S0XZ57&7%7\YGZT%)JPPM]X\HV^F5XY9 MD&6D+?[#W>(_@D
G>A8=&@DB8*LI,!I\Q#:&T6=OF'/!BRYV)WY:S.O7:34% MG1=@N7&O8P >G.>#B%N&H9 $; +VL,(0J72I004'QAFO+'0(/O@$2?&$7GO/ MYM.^3Q^W-OE1TK<5B-
VP;HWE+RX<'7@^C\T+"LRRA$KFYL-#6:5TEK MJ'Q,4%)VR*6+>OMTURXI]X M>$X;ST?N9!+'''Z\$/1:$'T&:*0N,2C$-R8B69C*I1D$F@,C5**02I=!;NZ@[M#0G8A\VXXSFPL?;'-
Q]R@*FK05*2[K9E<,+#;+0L8*' [/,@Q(N0&6U :.- M=H%'7J.%3N894&APS I(O"9>'R"OCR .D,Y7%SXR8$RS"GM6#80T!:S1R>O$ M8S4>GS-MWF:=_OYU/
MJ^!1"Z=]F77Q5#3=SO.S=C,>T+!WI-I_Z,W"7[]29./W9..MS!F+]1!3V^N1 M)4 UZQ)4%B9+;H0P6T'@_?>'WH7)=&/@7ZXA]PH._C*
(.U(0,,"RBA1);CT"W'_D%>I%$^,0G,6@5*B01..0DZY<2X M5]YQT_T>SKYB "G&6O4X.6.P_![4@9KKI/2NNS?'N%%SBG6!WX;%G;9LGHV^ M^7&^PA'GMQI;"M+.UZ/>SO;(7YZ()
[0V)"NT'J0[)"O[7H]#C^=(44A12%%(M44A1'BK^I$+!NZSX.M]"FWZ4NJ74+6WZW=+]TX=BB@*OHP)E180HC03F6K4_M"FG*5KW_+K6 WX?%;#)[L_P)%[^T--@U&>'Z*^9?
5F&%R]?EQ4F]WA2^FT^G M8;% $OA 5N:G 0G,N!=S(L<@A1P%'6C@PP"B#30:;CT$W'_DD>64HN M5(ASIGEUWY."$"K8,_/-YIKI8S-!BW$7&*;[J,@RM:JFT4?0F+!J:T,71?;+^>,
MH@V81X, VH A>T+VY+%%8Y%Y%2O/O0RE1F.2@[>Q1F-:VF!LM"%L36+H8@.F M6[S?M@6SM^9Y Z(Z;<$0N8G<% ET9BILY3O#PL&B]*!,;F/LO8=83$E"."%$ MZ&,+YF$B
=J$&48D0,:#C,>A&X\'**I-TC+!6&6YKVX_DPIBP.K[9Q>3X]GR M:/O8A-FKVR_([7_@,S#4@^&F%?_O]1IBAE"O-;S!497AB(O1O&P:,2S;;U>; M+XS.EIA'D]GHSW'QI_,;=O5G?>[IV:H-
/YW=L[T#G1FD,X-T9I#6@W2'9&5@ MZT%&A@2#UH,4A12%%(6*"*F#P^.4RIV23H>13GK4\K'_5"T+A1D;$;C*&53V M'IP, G(4,0AC+,M;O7)W*<"[R$:]V"2C?ESGHEZ7=09V^?
ILM5R%69[,WFS7 MT6^255=SL^RV*1E,CIVP8V-ZG'Y$VO+@VD(T)?D8%DU1&6U-3HVF#%34;7HL MRR!3-+P8E1/K9/K07FG*Y5A)-V;:$DT/6%N(IB0? Z.IUTXJ)D$SQD$)7VE: MF
#GA$BQ&*&[.96_7]]4CS7C8R%[/ MRU-IRZ(E)$@9"YZWH3"9$9"&"L8*U M6685G=G*"D3TUJ2D;9!=5&#MUQ%58^G%V%-83WV%'R8K34?;R8"1 =N' 7/& M'P\]4I*= :L
M:YGIE"R$P#T4@:%(I16*J$KR,2R>FJ2X22&# MBIA "98AB,!!*"VMRB59MC4WHL/<=&_^*66G*3M-\"1X]@I/;Y0,+G.07A10 MSOGF4P8HC OFF"XJ==*D==_.J!YS;\?.,X+GW?
+3];_MG.CZUSQY-TK3L*PK M7=?B!*:3Y0IPBB?US=9"=HJ+RU+\/%F>3L.'9V6*[S^Y*>FKL3_G"U7D_+A MXJNLGP7U+B]6S]>7">T#EL]B6.)T,L.M!?EX0>H-
>=_O+I"Y^_]^2*M%G4] MFG@\6Y\F_Z9^$?OM733GL]N\/*N7^?RS.WOU#IS?@.>7'PCSJM63=;I]M+Y] M6]_^8K$FLW:UL%ZS&Y;HR5^_^3AWO=V5"QE=OR=G[/-W/-?
S,I^O9FUL^UK) M?_SUMVARB#XC,&FQ^D@\5!^I"''6AY*4%*FI^?N3Z;-IF+WYRQ.AE]7PG0 MZK]J6'?^L[O0F\+N^X;=HI.PV^5H3=0<>-7(:H.3YA(X M:0R(P*3CGEN)KHMJL]=-?
%\TD?UHJEZ^K1ALF>9N3)6C8.-8I+:$&E]@1I"6 M*U Q27"I3=)0J7"A4:['6SL4-/3O]0^F@!BD%_K,29J6ZUY:G:^Y@ HQ6HN/3%;8TJ MVV73>A^2JQZ+Y%Z-9O?Y%>\68-
]AR]Y\]BV^8M/^8^W(5R[-#?'N5RW"KS5< M":GUAPZS#^L&T741EJ-U.^BJ/O5I;Q9A.CJM86X+5ZJ +W'TKUDXRZTW^^CE MO,8WL^7FM^5\.LFA_?F'R2S,TJ2^<-
V]O>G!\NF.0M#5E5YB]$^GGV=.3L,; MA-F\NF/G3W_R21B_CO3S9(%K?7M6O_/9R>SY)\F4TY!;&6\OSS^N[_F M4&,H]0L_"]/?PX?E\R=_NKR3E_N_,5 M,-OY$N\G2[]O;E&<3W-
GPO4R+/Y^MCA;CD>O9NGI9^J_'ZZO'9!T!8V_+2^! M^%NC[@+?5GY6(_G;=#Z@I;N5\!^YWLS"R_NPO8_O?W5EV]V?G^"#W/_AK,@W MDUFUWO.S^M2_/;K%V-G+GPA_?^
EG\SX.+\>YQ_\P;H9^%L-;\8X-*^2[,1 M]5K:TZ&:^OE9-=F3]YB?7R;VG[(_7KP@M<$TITM\ML3J+57MN%B4=>7NYKV? M?'ZR_]UD.8F3Z63UX=G%ZZ\[LK_^.,V>*O7'/*??
^IL=O>,S7U][T M^(V/T>?V\+DW](%P'8W6V?9/[M,_W/7J1PRG2?;!7_UE^W1S2_OT3T==5>_Z M=#5:>PBWS)OK=ZUV-K*[A<]M?_"?F[V^[]M>WWH"T\5^WVX2=L.ZWC) [("D
MD'20=/!N2_G+Y/TG&C@B%>RS"U57WL==O8UKLB@'N^RT&CL,NUMQP4-0,D"QN8!2.H&+E@%G"8N,4LN\=2QC ME\-$/RWF]>O\HS+D[G7!RWICZF^W% @;-
[;BL#JJ=J20WQ*F"=-'@.G]4]-Y M683D"$Y7[BF'E8 V?)I"CAVGT8C4+I48>5R, M/)75KI06%)8?5'.75FAQQ7H!P7+ M0>3'>ZAK.\#\^/K@^^B3\VSGN?%G71;X'HY5NGV[<% @'L
V,JT'*0H)!BD* M*0HI"BD**0HI"BG*HRZE6E_HI#77.'_'76JKKG8O6+_)U7=EGW=0>(RAY0_S M15WUV2B=+18X2Q]&ZS;.T_-9/KEUEVAM2"@CVEM&=-?69O14A28P^ 'K-
0:'+$')""""BSB)PGF[;Z/.[<"_KEU6S7IL50R^>>\^KE M.:Y^;;3:?,D7L_SK1W:]N$37C[AZ77X-[[O>/Q.LQWSP[@>D'\-6"FVPD3DA M@G7H6>#,!;U=)KWK_(3!FQ/'R)R0.2%S0N;D
M,"H'F4V<8Q%@BUM/=(K@6;80O/2.*R90;(U'WGG&R /2_>:)X$>80:B54$456011E $ELH,HLP(M$)ES M;92[Z&(CZ!H[?&%1-U-P)[,W/[4YU]7FKE:+23Q;#Q/X=?[C?-8^?3&?3NM3
M7C59P.6JAV8 7GQY8-AC5&8*H0CQA/CAA3^"Y^!-*F \$Y6XJH O6H%).6O/ ME3"QDX&V#T;"7&A"_"#6@Q#_T,1UVDK=G&#GM0F8,"[2!V!NA42C\["5P2A<
MT971:CY:8$8\6?]K]HGBK*>J-\U9D@6E?7S:QW^H0.L__I\37.Q%Y YL?_I1 M.W:$K<2'4N(L9"\@IL!JY&%:T"%,#3^D:SL!2GC5<\+_(?)!8JQ]
MCU'*0&T(I8S(.R6@QQ>VKDD1@U77(A1@_%N%8]2<*T@AM9)PI5<_$/4C X=H:.977IW5(I_SX2\)]4[V]EXNL?3^;M6\W3O]_. MIU4$*?.^+R,OGHJFY7E^UF[& YKY 3;9O\M*D<7?
5S[+8DF^6N_(B@05M8"H MO07OC7-&R2RWAUAU?&3@L97_WRB_AVK0R4J0E2 K,9"2*9VE3%8)8#H@J-SV M'ZRO(5>*/&1FA%>EYTV(KDX0F+%D/L,&%U
MQ;E7'*KC[B%@Y;M*WKH@BPG9]WQPX;$=0ABL<2!'GJP$68DC<.2-*,(77R"X MZLVK6$)USXT#K;20Z$S0*O2\W])5"R0Q=LH=(:M[/.U0_]MR^>M?[W!9HOYS MQPO[J'1W
_#'S^_N\A_J*N_J&W9PS;^^Q5%(K0-3F'UH1R)F\U7]\F%1_SQ; MGX]XLPC3T6E8K$;S,EJ]Q26._C4+9WG26C>]G+>C),O-;Q\[.OTPF859FM07 M_K*J?VC]S99/KW-
*]WBEH\]N;)Z\&Z5I6%:4G(8W"+-YQHNGU_O1'KZX\U-\ M#WFRP#5 GM7O?'8R>YXGR]-I^/"L/?K\-.1V6.O*ANIDMOXFYSN,FS^T7F^3
M\N'B4]8O!9SEBI+W[1+K.SR[I,K[.Z*#/V;QDY_I][Y^<]V@]Y>;M.N[\]F M[S64^H6?A>GOXL7=NOC[D[QBR7M M\Q+O)TN_;VY1G$_SE36P]Y&MEV'Q]
[/%V7(\JN[%TZ_'^KU78NU17=WK_@W_M]VRR^C"<);H5Y!_QW>C_0%\OO3T=JKV>GU6[.WF/^?GF6W#&GK(_7KR@+L TG"[Q MV1*KRU-E_V(-U]'9YKV??%Y%]&ZRG,3)M
K4LXO77U<>M/XXR9XJ*?YX;KJN M>0+?\3'U5+@^WO>FQ_13SO;]F>JIV?MUTF?29]Y?5]@=/_.&0D5S8YWB=;B^ M;_'BK>=$+SS8:XR2Z=4F#6?
L:K]7_^#YYEW&\3Z85.SLJ>RR<#]?-I#XM/;7KSE70:GVJB^867?RJDRK'H:TO6U)O]&*MJB\W M!>?K$' W1;W+28DA+/%PS.31K08IZWV5]6^DK*2LY.4^K"J^R'G2-KC"=*V-
M/X5)7J=+^?/)C(2+5(U4K<. D=:1UG6G=K_/5N.%5RDO+LO[2^MINS6OD.DNMU8T:-;#5+- M>P3P)]71):M*JDFJ.335)*M)JDFJ.4C5)*M)JDFJ.4C5?!E.)RT[3KI)NDFZ

M.2S=_#XL9I/9&_)I23E).8>FG/^8+TDQ23%),8>FF)]V3B#5W&OIQU>.$+_? M1)(^*QWZ['[ZMS -LX2CL.Y9\ATF/(FX&$D^'@DFY&VB>^\.E =3(7+-9]|8 M$.^AQ6CG=>BRM^2
^D9>+O^M"]-]%\D8@D0A(>6B02E9P 7NP-5_&L.LRM%\ MWD42G<5RZM\9;=T[_5BS*T>"R4) MLP^I*(11/GJ.,A>^FAMY$YN33?:A:=7#]!L7->. M>J'['F=6$$6)HB0=!,\OP5/+
(GC,'(*O#%0L9G \61#1J!*<0IFVQ@ IJX4* MJ4!E9:FOX1&<, 8$LPI4%7T-YP6M0;RI%$Q.@,*)C7.J< M]=XH*HP<*]_CA#-"*:%T2-)!*!TH2F/R02@3P)?*1B6=JU@,-
V95>=E!&D\JD(Q"BDW1M*I59CKBRAE%!**#UJE'[5\,,[MT?;KI[0_(,E5X9R)[,!7!%R8B<)U41';FXMLN!D[374$'1_IN.CF24N.HU>\Q>S)]*M#EB042%CJ@0*@AU!!J2%@()20=A!
(2%D()2<<0I(-0 M0L)"*"'I()20L!!*2#J&(1V$$A(60LFQ2,=A%R%$9G+*D0-/GH'RP8!73H(3 M*2D59?%&?5Z$4#B6=>."$K,%Q4. : 4#+V3F-G,G'/N\".%'7+U:;]>V-JY=
MG7;@8WE8)5V/3SN(G20=Y(:1L Q=6 @ECUPZ#ML-0VL$"N]!L.I(*2TT>.X3 M5/]&>..RKT[5UG$I[H)&E<%FJ:H;QCTXDQ5H'HUVJ@2=MDZ>DAOV6*I J;'W
M7480MM+FM:WF=0F7V!KYGYSB;!G6NH7OV^]4(4J&ZU#=&O*!AR8L5"%*J"'4 M$&J.6U@()20=A!(2%D()20>AA(1E&,)"*"'I()20L!!*2#H.>S]1!H%.Y0(. M=2OKXA(LH))(<;
(0>4L(%A>6J-G'D21VG/61=$I!8F' MHW#4S;0/R_]JN3P+LX2C>6D5K"?S]JGS]._1V>FZC!47:;):2 M"EO).!ZHZT1^]M"$A0I;"37DA_?AAY?(M0W>0W*)@5)9@[-*@"M,%B<=#R%M
M^>&2,YZ#!>Y\ 15<@A",!Q&"4-K&Q+V\=A! VF,S>;-SIS6CL]8.O M-W[%]^<.1[[WD&QIQDIK\JD/UDX36DDZR(LC82&4D'002DA8AB$LA!*2#D() M"0NAA*3CL'-
'A@L9C=.@A)"@N)3@O"R@0T$>LXKHMH9([E+H^X7F@B&\3\45CLL0$1HH"*MH M-:"3P)Q,,K@8K=@ZVKE+U2Y%? /5'FHEN_\2W'>X7%45: \NZJ^+25IAOGA"
ME7HJQ26+=ZC^$#G/0Q,6*L4EU)!SWLS+7<#V63I*O?;!VFU#[MR*7CL%'K0F16N0"&6P%*.@,A,09,I)1=RC9KWR-JUWF,KR;M/=(:1%HB+9'V
M"*6#XF<2%D()20>AA(2%4$+2,9#X[ZXLN7N(^*4%_.9B[884?OK$8PY. "J- M-90,#EP1!D0*]0^B8+2Q[\+I;L//9;W5];=CBD,_E8J=!?1;0C^A?U#H)R^2
MA&48PD(H(>D@E)"P$$I(.@@EAR0LU,JW#U'[*7QHG:Y;I?#OD]7;M_-I;H7# MJ_"^?N/Y;#3#U6A=KS-:XFHUQ75;;*HK)N 3\ GX5%=,ON6CE1[:[!CL9@2KO*PC.[84<@ M-
76_V&=/A"Q;LSKK%142O1/GTT9=19P!T30:D,3]|:>JP9L(6J+(;K()Y ?+ M(*Z-PEM/9E9E9=;&'B^;Y:'[]()+#ZC'_?.9&:43XE@N*^!^QI(M^9%3'AU*%,LXQ((H074@2E
LB!)4!Z($Q3(.L2!*GK@ZW;-'>K% ^;NZQFW?VTJ)P2JW%%"U>T M$/@C!S[ZCBB6<8@%48+J0)2@6! EJ X,0P<,0VF61HJL@<68:D@IP643@-@4 M
N4E"MWNN7.7"LP8ACZI,!3K,@_A6[Q-)^ME."H"OUZ9&5.CT<+NJ/^%SOK8 MQ(*IT8@:=.9WT)GW7D9*D@&=LP/AH@,7M 852?%] Q?1;M6!N7,9TDMGYH:R
MS_=.A.93R.VX<(=61ZOM+=:VS#E8F2%QP$,H)\#J1VB2+F1R,#7HK M4Z!OJGFU8:3$F)PQ#D)&#EX2!TY)%;*6*B7:1^;Y M@T:;$J/-@1+,L6#W+8;Z9;,L8[B8A/5RF1;A=+):EA?-
NV,4$W=Q! .SS8>R MJF>IM>??Y8;DVGVVNU\?G5'X;4_)R?_"D&Z(2?B>2 ZSVA%IB#1$VLY+;A2" M0F0]6?T@LA!9B"Q$UA/2#R(+D87(0F0](?T@LA!9B"Q$UA/2#R(+D87(0F0]
M(?T@LA!9B"Q$UA/23W_(PO3$(=,3:6+&6@,V&@4B& Y.*@):"&N)<,9N5UW1 M1@L?H@1%3 8177DU*R]D69"L,S/4LNOIB0>KH[2LY6Z7Z2@MVMF']&H1FN/T
M6].V9^E<+\ZRN0YK,M?F(I\OXN%E:M=E<=W7:760#]VGV^+D":NK97=_],MP]&$T^F$$28PV_YAK#U[QNKTC9N]?!S/\-P_4*)S+I[M0=FU0]VRI#)/O]XEP8XUH[@>V86.:QPX]
M+,F..)L@29) :!_!ED #&.G1,NI$0.>LT6LXS+4;F)[MQQW3W>:W2LX9YQT(PPT(&@DX6R"NA7.62.Z39WWPNR-W;1S5) MP;N4#7!N+8C@-%BF(F2CM9)4>;*]?
C^HJTWEU%H[I9HCMA';B&UTM?>&WSR$ M;(S*D$A!MV ^@.'%WZ:ZW"8L4$]3'_P>S-6F"IF-S$9F([/WAMG29R(R-Z"D MHX79+H)5B8%)/FJ5,@UFV^<6T0GB.(BD"[-E(F"TE%!
<]$BUY](Y]7#,MF+* M":Z1(+@1W CN_0%WR+;XQ]H DS04$@<#5EL)U";FE(J*,'4=W%+I\FCQLYTU MY3511'!>%=@;X82-U+"XE6<_&+BYEE,A#((;P8W@1G!CDOP#+=((J6/R J)+
M$80BHCCO00')QE!OE-5T:S]42\<(=P&"X+*\1E PD95(@1H:""H]""8X&&$R1"JS"XXPYK=6 M;K*A24F1066E0=@2+]1M57 T:^V%5#SZ!PL I#)3KMC^$7P *&%;D*^Y+ZG"$6E\
MHA($L1$$)0P,E1PXTTK1S)WF9BNI(E(MM=5 2:Q':#0!XP6KV7%:*A^$IOIZ M4L7KM+JL&=MW8IPR4\WH<'D53W:Z8LX;4GVD5$=/$3W%<8@%F;(K3$%/<4!/
M,3OE'1<2LM:N>(K:@\M:0K+$\FRY3E1<]Q2-TD)*88 R55Q,*@WXH .0F(@G MNKJ+6P>GT5,(+0"&<""Z_/+.BZ!E"-L4RZ0Y/DF+MNN3,4F?ZNV$*;B[M8U+1X4+O?
-1BP4J,CL%%XZ[O,%ZV(F\/F^*$PYQ MC.H8K3K0LT.Q($I0'8@2% NB!-6!06(7)++LHS$U-(R!@Q#&@J-_53F_#/R?JD2V--RS!KNT;/R*7\\/Z&H'E-
QT>+MJC^$SO/8Q(*IN(@:=*Z'<*Z3I\H2J XV00$*;>L ME1J\2(EHJG.(?O!4W+<7'D;WM.+]QI[72=9M&FUFJ>N+#;F%2/P$?@(?,PK1M_RR:H'-SO&N]EA-#-2"TC>*1#$2G V M46
T.,J3H"ST4V&X2T2NC3U>-LM#]^D?EQY0N:-[].?K/3[NG$DE<.^\"M[Z:/JK^'SIS-Q0]OG^ MB=!3)<74$(T>.VX<(=61ZGM,]L-H+07FF?J,MVJ[M4W MU;L27STMQ'!$.B(=D3YRI..:
(IE'&)!E* Z$"4H%D0)J@,#S0$#34F$+_&A M ^-S"1HS"V %">5/8[P7B3.A>RLC_0"!IJ)3C5O^&&TBUT?/=70142SC$ NB M!-6!*$&Q($I0'1AM#EG'3QKGJ-"00Z8@>.1@@A+_"
(O1.Y*T,7UDGC]HM"DP MVAPHP1P+=M]BJ]61VDY^?YULTH3U6>4CTGE:#S'Y%JA'SXVL6!2.:(&48.H MV6^Q($I0'8@2% NB!-6!*$&QC$,LB!)4!Z($Q8(H074,NZ?YV)N*PA ;O.7
MF1,@1$Q@O%*@A>-$$QO+?SU753YLGLM8.^>M8LQV!O)Q,$"Q4-8\)?-LHSA8A+6RV5:A-/):EE> M-._*<$_K+Z060ALA!9B*PGI!]$%B(+D87(>D+Z060A
MLA!9B*PGI!]$%B(+D87(>D+Z060ALA!9B*PGI)_^D(7E+0=,3DR$>Q-T IJ) M 4$S ^\$@V@]B\Q*9[W8ZMHGD\A1:(C:)!#69?!*4)#2^"AH]"FFZ\F)7>+A
MB^:X7.916K2S#^G5(C3'Z;>F;<_2N5Z<97,=UF2NS44^7\3#R]2NRP3'UVEU MD_=I]MG,K;E \JMK[5S)0-
V_1NGQ<%>#6AZT/2@Z7EXTR,53%H^G90].#A9N'",)_=G.W"&GBVDF3)_]GO4@33J83 M1IC 9/N',?;L&:NS-
S9K/T^/:.Y[FKQ_':2TLBCT%>CRE*.''<++J>+>^.W#*U!^M5NW*+.%N_RPR:+M' MKX8$KUZ__$HH8/24$#D5#Q<1[#?6$=N[A.T==TQWF]]!:".REI"]*"R.QH/1 MS .Q25"2F;4^]
<'OCMQ'S;S\+.VO?ZQGJ].>BB*8 2LB(+.1V;O)[/$H"%%] M6U2[*)T+@0&E2H"HU4QM$ J$4SIXIGGP6\OW(DE6>)X@LF2J>Q[!I2Q LE3.0L^'%T_8*G":ZNN"9^IRDTMNE
M)#,ACMC:P-QH$#8$\)0HB"1JQEQ4A-&'8[904RL0W AN!#>">W_3;P,EK*X M2907GCKP1&F0V5O#HDM1ANO@UM;0;&EM#=.MA;L$/G(#R4>:B%:12?Y@X.9$ M337#Q6T$-
X(;P8TY\@]E-Z++)L1B,BP+(#*M^>Y"U.W1Z*31+M.MXUG$\)"M MB1!$$B!8;2Z6#0$GLI1!69,LZ=-NW"Z_G4[U/N:SX/$JM"/CDM)^VI"!GEB M6GN;/' A*\UC!">]@9@-
YX%'*SV[#G)I3#*.4D@D,1!<9'#*.F!!.*>XB+2^ MYH$" "'9E. V:2]0NNEPTI^W KE)?+<]IC2*$TF/P?J]/%E4A%,?^;?O"A:^ M.
Y[ZP+@<'PV"B@!2<63BP<#IPXJ!0LACRV@4^5:82]6=@DLL$C*UJ18G<'KZ(HZ8B/7'.Q53CZ;8HI'3L_3Z^;17V[93.?SQ;O M7]613^UJDU_UPBV7I^7>Y\
<%IJN^CENHJ19VN&2KG4BCPGJ=>\/BQU /(O@+ MQ2,\$ZJ"-T4M0;A,P"@3@$4K4Q#4*+Y59Y,1X[SG!<$B^O*:),$ZZX%&FI5) MTM!Z>/DAB_\0.E6%M I)BR?6]H6DZ-
6.%*G6V!)!2@XF5:1FH<&IE(&K&)6R M3EGJ^D#J<+4="$.,(D;W Z-/3QV[34_/B*:96)#1F4+"&,!SKB":$N4'KY3+ MVVL"B9+ !0?NN:[$96"S3R!\2)1ZD;+
<.BC[Y*M1XE1!D(Y)'>B/CI2HV463 M.17 M"M,C#:!];7U5#7?N MG_(IL1C9(TH1I8C2QT2IMES)S"/HS&IO-\W!U*X3W%D28[(L6'T=I3P'314G MX'E=("6^W+)90N
T>2H\R>SA"I9S5E J,+9'E")*]QNE>U[5,(GLHG8$A-0, MA/<47$P&B$^><^^U$G%KJ\M)8R55X+)V]84&#'<.E#-.&,TI3>$QJAHJ(78) MZ%BO$,F.9'^Z3K*UQ<-,-;'5B]JAAQJP+A)
(E"7%0W8AY#YR8P=SDLN'317! MA*R>#W><%Q/$PQU?&._7:37Y?MZT[0^3V2(TQPF/<^R.R7IZH2K&($.N)A'N M3$X>?#&7M?V= F,SA11*$.*4<()OM5)BWO/HI
7%.*N5U1586A>D?(I>"*(] MV8I!#M/Q2;-TR].-E2R(>=6AI>](1$R9VJD-ST>-1/#D"&)_)UB!,6"*$%U($I0+.,0"Z+D MB:MCM_-"-,G19NI!9EWS0JP QP0%8I1@PA+#_5;RM([*D2 36"
(DB)@8>,4- MQ.0I):2\+&\UH+_8W_JM:=O>#O)-*<<3*,A.9.<^J@/=,!0+HF1?U+';;ACE M5HE03Z$E'4!PQL'7OMY"9Z.9,OF5OI4;V.V+AJN775KT <>FU@P0Q11@ZA!U.RW6! EJ
Y$"8H% M48+J0)2@6,8A%D0)J@-1@F)!E* Z=GL_,9A,LV8&).>DUL048*TG($/6Q.3(MHV+7]Q.%$RD:IB!Y45YC#0>7) >F==0F$$WB5M.@Y_'_K=O5<;F4]K!Y'N.L
M7H.;OW&S^&KQPIW,5F[>]7-F<>9O^6,_:\D7?I>6'64AORD T\6T* MS?M%]R[_Y>;K;ZB&\+4M2H+-W!#'B..]5 =Z=B@61 FJ U&"8D&4H#HP2.R"
M1$6ELBK3$B+]QMW>M.OO'OP8.-7_'KF<,1[=R[74TT(MNM0[:Z:1K*@.=.)0+(@25 >B!,4R#K$@2E =B!(4"Z($U;';2T=,1*>I9:"S MBB"L5>!3H)!,3Y_LG24;?]^O65HWOLR>)^++
(5V;J/ZD W#<6" M*$%U($I0+(@25 =&?%W$9PP32A(.J3O9R4@"S[(&:65.42@C:17L[!*\?P)1?68B8L6;U?](72>QR86S,1%U*!S M/81SG;3/3!(*7M03<=5E]D9Q,#H+)HSS*J;!,W'?
7G@8W=.>?W3+^#JM#O++ M9IG3;+7NLG#OF9AKI9U:+M'7WEF[C:A%=:!7AV)!E* Z$"4HEG&(!5&"ZD"4 MH%@0):@.1 F*91QB092@.A
E*!9$":H#48)B&8=8$"6H#D3):,2"I4^'D-H; M=UHK]?4RH^SU=%1,X\UTW+E/I4K;A:315I-N@2'29M6JWGJR@AC(B8"'X&/
MP,=$3/0MGZQZQIR(>5O6W#Y7]]]&\/OSL=OZ.1XQ#]0F)Q-1":)T&H05"QP M%DBMJJ&X%"&J7O) N\S-V@CA9;,\=)_^<>D!E3NZ1W^^WA/AWJF?G,NI$&:7 M4C_%\"=M?
C#KKD,2/DG3GET*%$LXQ +H@35@2A!L2!*4!V($A3+.,2"*'GB MZL!EK &7L610-"AC(&7&0&1*P6L:P9G,#+4LVKC56.@NU6&O-/A\F^9NE>)A MB 82CA M+ JM// 4' B1&#C&)9"L?
%(YF.AR'R5K,0Q]4F$H%K(=PK=XFT[6RW!4!'Z] ME"VF1J.%W5'_"YWUL8D%4Z,1->C,[Z S;SFAC(H RB8*(NCBS'.MBT=/HK." M>).W^D_NRX<8141ZKO+]5S%ED4F(-EJA":
M>0U>: O2B5QS"$BD_14^_Q.J=ZV%>EJ($8AT1#HB?>1(QS4!%,LXQ((H074@ M2E LB!)4!P::0[:O=38*(16$J"6(G"UX&R*$9)55Y4_"31\IZ0\5:"HYU8I@
MM(G1)G)]Y%Q'%Q'%,@ZQ($I0'8@2% NB!-6!T>: T29E1GF=,P1B+ B1)3C) M PBB9))2:J)Y'YGG#QIMXM[F4 GF6+#[%D-]Z#Y-XJS6WO;KJKYVLFHFRQ13
M.G9^GB9%F/7)RV8^KX6\9Y5]J5U-ZA&,M,0"W6AMT=KNIK75BB7IN)IB0$1 MF 3C; +-9;:.&ZH#O8^U#>7G^+'@YY-0!Z($Q8(H M074@2E
LB!)4QSC4@2A!L2!*4!V($A0+H@35,0YU($I0+(@25 >BY.F)!K(I:&%*4' MQTP$H'?)@=926+YKCB3] MHY/>QN1B13L7 825"@R7 22CD@JB'&?WJDR(I-\;TF-1X2%"S)_=W"U"FKAV
MTN3)?[IE.)IP.ITPPCCFDC^,<67/6)VUL5G7,LZ/9UY[*D;ZU\'L[,T#A9:V M6EKK'&JZ#1)A"I&$Q3;UD=,J.4.R:V8BHKM58T1\@T%TLK603K57F-U*E8 MCB"RWHJIOE;U]]
<_UK/5Z0NW7)Z6>Y\?%R*O>K*CG$U+W/=0IO2:V';+F&+* M/9+_"016"/P_![ZAA D?#5"M)(C(7 &^(,"TH]8GYG(DUX'OC*#ET8)Y*\MK MRHO \R @*)(5LUI*P:X#OT15Q\VB:
[3R[L@5Q!^L5^W*+6+!^V=@;[M'KQ+] MU>N77T&Z-5.FS=0BUG$U#+&-#OL>\5MZI;@ISK>1H;)8:7"&"V \&T4"%4+(M/OC=D?NL!]#&.>_)';<#=N)
9B.S=Y/9XU$0HOJVJ%8V2*>M 2^-!E'<:_D M4I B)Y,DMR+HZZBF)A-!? (F2"ZH9@1$W+;"5W@B@A!9^*R/!))O!1YV%#K+H-_7![\%<;:J0VV^8;1)1C%D.U&D*PJCB?6>EP63%N7?
4DRRN,UM8&4E.%+AV$H0O+_24""^^' M?=LTW]NS_<_&]_OS\1V3W?#"9.*S *.\ Z%Y I.< !VY=<(Q8?W6(HTQU-K, M T1+0GE-3F!9<) T$3+D2!PW?=J-
MOQXY=;75FNF)7#9/_/1T^3_>T(VA&T M(T\W $C14I*A2WS#$2(&1RQ];@NYX93&U/< OE=,M$'"P"4E5-#<.4&FX&, M]=36Z[2:?
#]OVO:'R:P[YXA'M88RD(\MG%$8OW$8MCT/D*A.-%-A09J:\&]$ M &L8!:V=\<+12+.Z;E=Y8D8G5:QI\AY$+)&5-X& MY9I+9.CVEVWJX?I^*19 MNN7IQJ@6UFS.4O<=)K&IM
/N:S_9B7NW @/;.T*_W$9]LD66$.Q($K&I(XG M[$HB4Y IXQ +,@75@2A!L2!*T#U!ICR^:I IR!1D"C(%F8),0:;L=ZJ)#,;6 M3$%B,P>AB0%##8/$ W'*J"C25GEAHSB/-F00*A(01
:P4@I()"3-"<&]G.J>"#G@6'R&*$!V3.IXP1-$Q0Z:,0RS(E%UARFX[9C9I$UEQ ML@BSM>]#L&!M5.!4)EFIK)@R?>0JH6/V5/)ZL1O#+<:[2VD'[]H4R^0X/DF+ MMFM-,DF?
ZFU,\]TAVX6>#;K!HQ8+9I0B:A UB)K]%@NB!-6!*$&Q($I0'8@2 M%,LXQ((H074@2E LB!)4QV[O)%)E*-$J@XO>@C#!@@K!$)IT]<XZQ>@YN_<;/X:O'" MGEV9UY$W=)-
\4@<7W6#\;7CA T@W8B@#!<@I.DN/+,"AJ" M$-[?W+2SNAHI_K)>SA;O-^YTYWJWW8,'&[_BUS.'(W[F6;?=\ZZZU*]>O_QJ
M4Q]A"+K4.VNFD:RH#G3B4"R($E0'H@3%,@ZQ($I0'8@2% NB!-6QVTM'.KHD M961 HZ,@5/+@+?%@'.5*11:H97WD^?[)TE&W_?KUE:-[[,GBXA&R%=FZC^I M-
PW%@BA!=2!*4"R($E0'1GR;I%V1C.*>@"64@\C2@.%< ?->E'M"L,'WD;2+ M$=](9P_6D'WX#-P/J5V5*5 ?7):;RUE8I7C^A*)ZS,1%B[>K_A ZSV,3"V;B M(FK0N1["N38B4I-
,!IH#!9$\!ZLC!>^X]IDFH309/!/W[86'T3WM^4>WC*_3 MZB"_;)8YS5;K+@OWGHFYRNJIT19][9VUVXA:5 =Z=2@61 FJ U&"8AF'6! E MJ Y$"8H%48+J0)2@6,8A%D0)J@-1@F)!E*
Z$"4HEG&(!5&"ZD"4C$8L6/IT M"*F]<:>U,G!-K?PX6QT=-?-8,RU7[E.YXF8Q6:35I$MPF+1IM9JGKHPP)F(B M\!'X"'Q,Q$3?\LFJ9\R)F+=ES>US-?]L +_'[NMG^,1\T ER]0Y9X 01D 8
MH<$S(H $)U(*TD2Y55;C3GF@7>9F;83PLED>ND__N/2 RAW=HS]?[XEP[]1/ M)LA4:;%+J9^?"^#.6OQAUUP&I/P3ISPZE"B6<8@%48+J0)2@6! EJ Y$"8IE M'&)!E#QQ=>
RUI#587/,D2L#5OL (N4(EAD/25,5,K4QIEZJPUYI\/DVS=TJ MQ")BQR(*:&H=PJ<"6F!!Z\10J92))2 M]I88T5N)W$MGYH8ZN?=.A*933LM_1J/'CAM'2'6D^OY2/=K,&3,))#&V+K=H
M<,8ZD(73,1AGN=CJ*M0WU;O60GUU$4*D(](1Z2-'.JX)H%C&(19$":H#48)B M092@.C#0'##0]%1R9G2 ;#P%824'2^ORH7:&!.6EC*Z/E/2'"C09G5K%,=K$ M:!.Y/G*NHXN(8AF'6!
EJ Y$"8H%48+JP&ASP&B3,Z6SBQD4D;6?LXI@HBQ_M*DZCK9K),,:5C MY^=I4H19G[QLYO-:R'M6V9?:U:0>P4A++-"-UA:M[6Y:6QJ4)-IK("HE$)(+ M\#3R8GRSI8H['J6]C[4-Y>?
XL>#GEROT.6S>7J#G]6?D>74&GG_?<.?V%K@M MOV^Y];4,(S3#?2WZXED!- @[&9SC2@Z*!5&"ZD"4H%@0):B.<:@#48)B092@ M.A E*!9$":IC'.I
E*!8$"6H#D0)B@51@NH8ASH0)2@61 FJ U'R],2"]86' MD-K+9EG&<#$)Z^4R+<+I9+4L+YIW5;0G[J("-Z9Y#@7RLVRI\^]R0[[43LS> M.XKEZZ.#QJ_P6T2Y@G?$\EAHB(B#9&&2-
MYR8U"4(BL)ZL?1!8B"Y&%R'I" M^D%D(;(068BL)Z0?1!8B"Y&%R'I"^D%D(;(068BL)Z0?1!8B"Y&%R'I"^ND/ M65@O:\!Z68QZS7S,D$D4()@28'U,P(B55@BJF:/7ZV4%+9D-
BH$B+H(@*=5^ M>QD<5]XP*1C;KDYYL#I*RQ?-<;G,H[1H9Q_2JT5HCM-O3=N>I7.],,OF.JS) M7)N+?+Z(AY>I7<\O,KM>I[5!/G2?>B^H1=EP%;7&:7&PU0*:'C0]:'H>WO08
M;60PUH!UQ>H(31FX8!.(G"/E)A%C3!^%D='T[*'IP;K+0P3A/[NY6X0T<:O) M_UDOTH23Z801QC'3_F$L/7O&ZM2-S;I6N7X\6]_3S/WK8$;_YH$:A]E_=+L; MF R:19"VVMTH"_
\%:"B2,GGE(+?:DA@O \Q!P8D4%="OJ#!"L_ !AT-Y\?%QJO^NI18*=&R8>RI]?$MF?+AW@@89_(M/]8H#X'_Y\!73!'*E2F1E68%WB15>$>@SEJ7I*(RA"W@E_N#(0("\02$L1&, M=
IBSCYEPSGC[#KP2XQUW"RZ/C3OCEQ!_,%ZU:[<(A:\?P;VMGOT*M%?O7[Y M%:1;/15,39D>L-$I8AV7YG83V^BP/V%^.^JR5$R#$ZDXW[K:X8?U!7F\IL2]3BJXV8ANQ MC:
[V'O$[^V"4D0*(8H7?)#/P1EMP6A84*^>)<7WP>S!7FRID-C(;F8W,WAMF M*Y*-S%F!-HG5EJ\:G)*R,E&E2"+782N%E3(OB-<<6% 2!'?%3X]9@^>1VDBH M"3X]&+.Y4%-
A!^SEBN!&<".X$=PC [?FK'"6%!<[I0C"2 :6.@[96V(2%;P(M^#JX5>:.V:A 4F9!6%Z<;540'IVQ*5*EV0,ZVUS*J30&P8W@1G CN/'@P /M
MAVJG*3,.C*'%;LB8P$1%H;R]UHXJI2_;C>L,5K'Y"!J65YCF0!G(ZL.O[/E M'\|4[=-NW#+I?\H%W3_S@6?.T(Z,2TICM2-/MER#)F1JI-AYE TP.\^/+I7_ MU^3Y[N9M7(QGUZWQ-
WRU>KIMED]O#Z3-P#[3]W$NMH;@EM_T'M_SY]@T12WZ>S"RG#4A\|'?IX^09PM4^>-_%@&9WV\^"G.VI.Y._VQ/OK3 MB8LUT^#*@<+9HOO.9T?L-
G>K\4[J70EK$,ID_U;$L[_#CQ;S^=$M/FK)' M_?6[R_GBQ__)+_\Y"LMPG_U;?YNCBR.*W4^S.7CH8'.F%WOS&]@:'G0SKD5[R?C#YN?B)?XHHK8V#O0Y47
M;OGW]7+=3B>O%N'ZQ"\8H':A6;@"I?:"1$T.KCW*\^9C.YXA^RI3+TE:0?RB M?()R_H5GI"Y&F#8OI\MBE%JUN6IL?WAV\>BYSGWK6!Y$/?DSM_Q;D[8=7MX
M_^_8N9WGGWYVO=WQ/K=>->>>>+V>:EG*-ZA/A^(;-.MBXV>?4OQI\U&4D&?D M7\Y?4%0[=R=M^K%-Q;TID^M*+K89//>WUT_LO]AUL[\;#Y;G?YX_OJ?;CB, MWWV3Y@F[,.'VX
MNPSMN]FGR7^6OX[:R:_%!8F3_^67?_O?YW4U[B:WVQ1Z&<- /Y1(Q\#%XUF, M\X1<_&PT]H6+[,^X>#8.R,6MH66$?77=^)L'WQVGXM*?A5^MZ MX30"%GMU .,X;G#
<#KS@\2.'9,1C[.^UP7MV:6Z35Y/MYT[8_M3&9=)>='R /<":W>*1/KL84UBAR_)Y@';@;,[_5>_>>!^Y%2(I9"\0.!\)F M#]Z[!,$HRVE4(EN[=5C?
*26<5$"8\.4UUM>Z6!DH<9DJQ>KQS^MYX&^63;F< M6BZ^[_QO48L:DN$2P)_L7!THM7L__-2]4">!;B"5$&-CIELG:6_"U*_7/%;3I49 ML%[5P\^1,<0F>[<0>9?QONP-TTY6S629RD-
A-D^3\,6@I3ZWWEF3(R9146!5 229!)%)+$F4)5%L2 MJ6'&2-W'DN+5.5]NS]-9R\GG5Z9^7Q5!^92* 8O+X:39(S<1Q8%$_3:B"BDX MD9(!<8P7HE(&)DD.SCC-,H^:BJUB/7=947Q
HC(^90+7&@=::\18X0OC_7Y^-T^5U\]). R1AZ]E2;S/GSUZL74O?^# MQ;OBQQSD-V=>S)NY6W1MP3LOIB=O72A,L+IE@A6N[P^2N[Q>+M,BG$[J[O_D
M^_=%_#]4'[ZHMHSMHFAYT937=ED"JV5YOXU(OWIVZ:GY:6A[T?:.>*'*.A.S M81YT9,6:<4'!<* 1AO+ S&EN-4E_2Y+_R\WT_Z<"H>7,_[<+/Z^*!"=EY&(M?>
<;2S)@)UZ<0AC;H#A&R]<]CVV,H)%SH4!JDD XD<#'J"$0RY/B(CNB^HAM MAL'[5W9X!VSZ^-B^^"-'.+@K<9O*"ZNCM)P4^4&7S/S])L'YATGZ=%(KJTYK MGC-
&,VAMT=KNB[6ETCLFHBO1D\X@BJ$$9WF 9)D0UN? ME<2[Q),=>1YW2PJ M=UYUU/EUPYR>3*L9LI_R8QN!?DTK1D[(\MUD^6/#U'@3O#0$C WUG+LG4&*6
M#%':R()R1M=0XOZA2P\PO67;LYV"ZAB2IW CYE8'+7(J47F&PX $ MC=@.&;$]#TATR"8GQR ES8H-I1F<[?MG>OLF1)1&""$A \,W")6;#,B!!= M")IN'=N[VR&3!Z4[55-
!!^P/O5MTQ[V=(8*F-[4R35NGVO>ULDWYOK/4_E!U MV[7?7>7UO.MHNEZL,*1"H[M/1O>QK5YD*6?/*12*91!)$+#>.D@LNT2JLHH64BVT M*13SX!GE0#V-+A8LLV!Z*KG9
\5O&;AHC%KPS,TC1BWO5DWX)WA7VWJ74+T& MZ9OZ6FYNRI+V398GBW<(M1Z^Z%I M<1,#S1J:M8<,#0SA@LL$7.<$0O@ 5B0!,5!.O?*!9M9':!U^A_DE^=S_D6= M\KWUH,%-
#(P.$*.(T8?'J!"&1Z8=!&I*=&!Y!EM[(?IHRR?H&!7I9181BT31$$7*.0F;73Y+3 M"WC=H Y>/55'&L'H^! O(4>?KP/,V!^*R%AA"5+6P,"GR@ M
A31E'N>:=K>BKU+H/!P/)5319"GN*7P"-TXFB9^G,WG7?>-IBN"-6\6[V$^ M^U#"!M>V:369'9^XV1*['#,),C)4Q9)YDJ1 M^P0.H8S'C^<$>+Z(7?
64W\KT_ZW._N=U\K>O+B9_7Z4>F9XJ*=':8?2 4$6H M/CA4 V+^)&MHNHIC/G)_-9ZM9:G_$[O2W WOY MO>HC__8=^PZ'!I72PW#LARN(\P;GS:.O(G;?<[:(Y3JZ-[S+JN+9V-59V[W'
MU? RN4CYE8J=JHHPAO/C&M&8,+[[^ MZ[Q:?"@WFN4I!A5H_/;(^.UY$3*ON3Y4PMF$B?*A,)%*E0"P-, M;'HE;7N3=8$Q#]I(M)$/9B.IUD'R$C:(D#F(,L9@F0U@%#52!BVS\,,$'6>
M.&_G0MM4]S1VCZ8.4Y 1*7 ,!9 M>.NDH=DJMG4:H]XY#%8RZ="[M0BT!@"%=QM&:XC,9:80=NXM[9QS_=>A,NA M:TVL=;8@7.#@0HEP+
(\R)I)4B&J8,.B\,,_9JNC%^NV_%IG!KFOG9BI$#M5 MRPWW8C#V0;XCW[^)[Y'&:)6VD%)D(%@D8*.S$"1QUB1NA;[7F=G'X[N=:HY\ M'TE[8HRWON'PS(D[Q9,S:(CWS!
MB6TC#NKF 0F.061C 3#LH)@2.(B,"K2 MEB7L]^3,F\V\/[\W^<8))W;BE@S1%FCY"BIFETBIO"P\M!\%#!$?KXI'VPG-; M<3I0BMDP-!53BMEEN&GS%(*(Y3I=S2YS9?
\67;9E4(^&'&@C=PC&[GG2W\I MUHB'1Z!*U*R+X, 88X$[:2ESC.9XK^9F7;F\&^USY=%OE]@YN^=5!ZC#RJ>+ MXGJ73^H["\,HMDOF'#=_,$I""X 6X-
MRG*6FQ$<'MJ8W"YL+S;EVP$P@W"I MG=MJ7_/-!5-':P'$E-B=6B###:+=CNTN$O*6Z4-:K'&#"(WU/AGKQ[:6PEBG M+#'@210@6+ E7O(*4O:,)\:<4/KA4N'.#>-

I7PN<6NV2+1SEY,$P",6!9+VA M<4.,GADE(8E(0=!PE:PA+#1?:4>9H&*J[V$&2U4T*1K;AU-/;PXK=4#$[:"'M(*^"#+TW MS,:NV$,$.:_3:A)<>S0Y638?
9C"%B3^]VN"NJ/4#YL*A'44[^O3LJ%)!&*\9 MN&(U:_&@"$9I6FPBL<0%*T786D:\RP9-8V!T"8ET]H0P0G44 M6\W+[K(/]. MW*J#/(;>WT/'Q1]W(R&;^;Q[M:AEFEONX#H^:T#
(HQ]L%DQ M-BO&)M\X;W#>/-DFW_NY*/IFO0Q'KBV7U^2Z,%K\X-5I=T0X_;&>G1R79^%R M*&9$[E%&Y)X?# M")V%2@F!%UW%/@A-,@R5!D,@LSR'WL9+ZQIU6N+2'S?-0 M2+-
;;\[@\V;N%JOGB_CK.7]Z"L2EF"IA=RD9$P_^/K[K.GZ5(-^1[U?X+@T) M6DH"S$4-@L@$AE$./":JN(YX3L;J#JF/(6?>O?RD&C*%8T"]'DHR")+N=J2!Y#/+SK_,*=S%;E^?_3'4BH;O/'Y-
OR"46\']*\Z32.7>C0WNV=O=OS M]2KA9(HA"?"2U,1 :\ :7?XDG$NK621RJYKX_?8C?MD YUV35Q_=LJ\JXI1, MBQ.P2[85MQ\P?$&<(\Z_">><1>N]+6A.)I5(2!-
PGCDPJ012/(2H_%93T?MM M/PR#/)K,O@[M2/H1+:5K2M^V);7>;<,EGC MG%I+3\0(AD@.QB5AC0G")S](ZM:["I_#PIY7E^CI:SW2"K2R&#,AUY'K>\MU M4D@L"X]!1*X*UT,":V,
(A)GBE+K22]G8Q^2ZU9.)=FITJBC"J!PS^D60_WN M+$$+8R>TL7MO8Q_;R"D7C0HN0/0Q@5!$@M5>0)11JQB"(.)>P4M7":_.^/8@ M#VC7&)TR:G;)KHURHF"D@N) BMYPNH,
(*1B7(&FM@\9Y\?C+O^!H%-'1'%VX M5W+: U%43LMX($3[S4/#397;--&.']PBI,G)62P\6363<-8=I)U.%FE5(X9R M!?,4L%,"UIH;DPG$6G.W,Y*UJK9,CD)T/(@/A2#IPVP9(GW+%-
+MXSD-X<: M9R"Y7%,[[S'T.JT.\HM+@/3=VY3) 0^Y[TVU.0Q1D.!(<-R0N7FM2JML-0V0 MA:S-LTN 9011D&E0AFM/A=]:J_KF*&L_)ENS%59._JE.*FS5,+T"ZZ.*S;
M%">SQ=F6#79P0)..)AU-^IWKCXL8@F0"5# 4A+0$+)>I1(=)*BN2IJ/WRXN%&+*]=YU9*$.XP1T:"@07EP@Z)=RIRQ $37? ;!/-@4&20F MLBD!GV/9$!I)<>1!
O$P9A%=.FB2<\5OA\YW. M,E^MLECG^\%FNO]ZQH'8U^[J3IUU&^5LV0_$L6!/W&"GJR\)")!"+F@D4? M!'BK/#C/I52:J\COE:WRX"C=J28^8X@B\&3 ;:*
(32)65YIVMCHZ:N:QKB"N MW*=:@6G1'0UHC]PR3=JT6LW3YOA >?8RM:OE+*Q2/ \TRBS > *-X#X9P3W? M#_Z# B+"OI@;K]>'Y@,<,T]ZFDZMU<:_N\&#(A;87;>^^ MV%
[]D7&1,V#5 N1(ECB"/"D2#","V>W&MW>IQKNRV9YR9YZ0*^"I[.P?<54 M@DV%WJG%3PRJ,*A"L"/8OPGLR:ED<^20M&4@HDG@?% 017),.I5#WEI+NT\Y MW,'!;NE4R)VJ&3BJL
EWM[YM=RMWV?%I,D^NYL'YW2@B%9%9.9*!6.678>!&C)L0YXGQ_<2X8Y3&1 #R'$@;5GHL^4 8%XUQ1Q9T6K(^HZ4%PCGM, MN,)D6C]77+9CZOV8*SBK_4KB9U
MGS8M,:1"&SPN&SRH.H:3T>Z3B'Y(2-(N5 V+W:J'^>6';H/OURQ<.#BO/_-O7IVY-_^^\6[Z MH^090H]B'%38&!U=&LC.:)6ZY. M)ZME>?NSF7M2S\>U;;/<-;=NU*8:BPEB,
<$G;^YEL-X)X2'JNJ_B;2B&GWK0 M@5!'B=?1W__XT 9SKQ9_KY"[5GW^[1GAZMG>P\JW-Q5O9X^^.0=;WQ4&S8] MP/:ON" &@VAAT,*@A;G1PG EJ!6>%I.2! @2'7BC) CE2ERH-
$GQ_HTCQV=A MV%1IK&"+&TXCCT"WFI[DBPJVV/0$C3X:?33Z=VJ$R85VUA3;S4HP*:B@8+D3 MH*Q)D9-$1= #-CVY*,,]8(UZR:=6#UB(8O\L/(:1:%'0HJ!%N;G.D: AY9P@
M\WKHUFD)7GL!488:7Q)-S)9%Z;'KR4-8%$*G1.U=B^51Q8RX:WF+H7YU7-YH MKE,BW!:JQ76:'*ZB2G3'^O9AS(E%JMV.G&+>+5@87T"QI68 M68291?
MBP6/.U%@A01M6,XN,!^>H NDD]4%DQLC6.8&[Q(2_%B\AK [RKY]" MMRK\UJW2P:(:]?K?KY=,NBQ751]XOHB?WW'EF:\68;ZNU:]^F;4G3>OF?R]6
MXZ2\HOQ=+WBV6*=X<)*6[AO[9M_.,]!#KB0_MFW"&!*M!UJ/\1=[Y[2\V#@- M.D0'@GH*)C@!C,FL0E;1AGOMXSU%?"]Y!Y#27:+V /,1M_2&VM(K(EQV139F
M&)"A2463B@'938VD"8LB1PTDUDY840NPIL9GW,H4HPA6I#X"LGO9[C?ENS>Q M6/".9[^<<>W"HE_U$C:>0^_!EYQ*M5.6'.,OC+_06*"Q^"9CP7PMV\0C,%$; M?@E!P9.
<0=,0+,O$Y.VVB7<)_YZVL:#$3N5NQ7VX/_?4 L 7MP_X)FXU\:E< M^*)F?#9YW2Z$;*GB)JK?!(6P5'"&2,)-*E-QU1(8%R)P+CUB@2M!/7\ND4PWH>8 P,2J -1G@96 M>%97_*)ASD>?
W Y8!*[%5+$!=]/VR"+<>:OM)H7?-IA[4G';Q\UH^&8>[\[0 M=^N3DTT_=#>OY?O#O&G7R]0UC*[!6YXW'R>SQ4;V1QFHE9^L/O)O MWQ6_]HOCL+>
[BS@8,KN(^V@CLY<;-87=IBX4-SG&H/GUZK MI^VXV=^;9+@^(VV,HFL4K9SE,DL!/M(PAD)3CM=+H)0FE;!_!P,'Y/-_TI.ZW%;6> MRMWJ1HTA ;(46?
K46*H""YXY!5X*"D)95MQ[[R$+$C,+3#M^KWZ@#\)2.S5\ MIP[ECB$PP&V!.VP+;+K88A2 E@LMU] %"[E-M;\8J*12\>@- V?*/XD;9AP/
MJ@BOGRV!S:2N*UFOTS>4E/CR8A89L!+\3A@L=/X1H8C089U_)JR2EA?WO58) MT*[NKTI;*.6=T30&S;AF.7%NNLA9O6-8T@=5I5^.A%GTXJ0Y" M]U=P)
[/B*I1O'"=3=ME$KCELI:N[%;%K_YM6/2;) MZ:G&3&-<642Z(ET?DZXF)2F"H<"CD;6=;P(G6(24G5>9>Q&V-V?N5D[\0>DJ MIA+W;3 #^?
%"C(^SU=%1,Z^E.C:G#VM+WD5:3=HCMTR3-JU6FY7(&H)_^'G #E86YGD'DIO9'(!ZGZ1%VV5"EXBBWDZ3V6+R,?FV?'Z1]H[^F]W MY')1AF]=7MTV>?
6Q[H.$IEVU7:X5YE>A^43S^1@+K+LR% MYOVBXFC33OQ%9<452#T_+HCO[9CG5!E-4@-6$@:@= MR5S4"7@!E2QAB<^REW2L<<.83077"&/<-WGP&.C
K]QLT<4ADPX0T.0N8G%M MFU8UZDF?2M!? I2NCDRYJ#^K,7F*P0O:RYVWE[>=B[* I9Z/$O7=TWM:!/\B_M^EYA="K15A6TOR2-O_? M("O%5XM?
S]#TLEE^7L7MMW,FW=X^M^4G+[>^ME0Y)6RG%BM[FN@_8/B$YF / MS<%C\Y@X:744M5J^D"!((;-CE$(@@B11'DV9W7LKZ%%X_.7$7B&F4JI= O& M$5/YO_/SU-
V\Q0RYKN1[P_2;?"9['Y_I*@$+J'NW[C%:0U1%LVJ7'O=>"F7 M4W=DWB_=?'+BEMTQE-51*@',[PNWCK-Z%N5%LXAULZ>[U3;S673U[I>SA5N$
M67GANU6YH]NI>79EP.NXQMF'29B7H.G?OCMQ[Q,LFIC.+ZP,1WWX?.#GZ1/$ MV3)UDOVQ#,[Z>/%3G+4G8WSS^]QGF!XI= M[S>F-Y#E?
$A'K:2MTEDW#\,W[A4O_[Y>KMOII)B_ZY/_@4:CL_D=T?Y[U?QW MN(*H_\[GB/KO]@Q1(QJ[UQV$5\W727M3R/N85WX3^<=VC9/'$>-X!N#[V,SG M;MG6Q6V^E5FQD31I,-GE&)5T
MSO12<.1@^=XM9O_3;;!<3OORQ\^NG;4'^:N=5MBBK;I);5A.3OI M=F<6\7GQ[=:+&E:*2\.L]0>EDOZ>=Z$?WXW*<]T)^7C5LMU&M[9.?.^QC01 MZ+/)U2'N1'\^CI,K SEFA5_^;-
U8SZJ96/THGDG._^7Z!X[CE^S=N9A\7X@T M^>[%)HKY[H?)K$0PD^/UO.B^^V'=?#II%O/RNT[I[^O5L3P\TKNR&Y_%KORY=L M*X7:"J^V>__R5YX5A92K*N[%>7YJ_?
B_E4&HW[R,W-D7GZ19)?WY!W=-$:#8 MA+993+L+GJW./B.F5WY@!):KI?%#YB?3DX*/E,Q,N7; MA#K\Y:[-&$W+VQ8?;+$J][CPQ[H$>INW+S?#/\N=W56=_QCEH?)7-Z)NLOEU
MBT!2&5$7CLY&8J.#R;J>8JJUVY:S,MS+T\DJA:-%$>G[TVEY4U>^>WFS]\VR MO-EQN_G,:NC*#3<_74&7^KB:;015 MOF+WY*8;A2M2:X^:DY/Z4$V.+)=3QO_9?:""#+G_
%R5RF:+MI/+K+BO)T5C MIQOOJ*YV= YXY\^V9ZCY_=F[9]_]*S09_.4\F>=#6[>-I?OY3H^I%K.IB:^ M^F5UL[KG/R_*J*0XGUI787&=!%^:]^7C:]3=V:XST=5+F6[>X/IWV_ZPMKAT
ML<[4J_SHKK-^^1=E'D1W<4%GX_?1<:Q.;X8B/_X?"#^X^:!Z!:3KHU%]XHW M91B:Q;\7?-YT@<]0I)<_9"'UI%W[=A9GKC"DO1!H]Y-O?JUB$)=I7@9W>OF[MU=_D#-?
U+;Z\2WJ[R^U]6=YRFHP-'!*-%@2C$JQEM1F@U2F*D)2_U\&WDV/:NGJP^MC\ MZ?+Z8S%^>?$UB\';?,_IAE;_>0TYOYQY)O\XQ\RSR;N4)G4E8D+YV=KOW59^
M)]^[ZB+DNN4Q\6G>?/RA<[GR>MGY%V=7=G:QYU[8^]2\+V-Q5(.NRSKKGP'A M;Y_%9E<6V_J/^(0W7%IOBLQB^2

-8?2 M0$3;8T.P6BP^0"X99K>]9!:G

.M2*]B9Y5DH[M"(M0K=>R_+WH&M6Q+D^/JX^71'FE3&;7 [:Y'S4KBJF?V%H[JD3*0 1-(+PVH(5 M.D'YH7/Y0\:@3]VZ:7A3Z72C5M5R=6U$O0J
MKNWZ=4>O9L=5IV=4O[I8/KE8+)^TEU2OZX+K"WO0N8/_^A?#&/GI3E:B>RW] MZ8=-#'TI,9A/:5'\^U3#M\Z_K;%PL2NSU>E9/'G) MCK,PH ;_[].BN+'S+CBMZZ.;UUYX_=^??
>>_/W_^YO(K/"_NVC(5[[V+M#?/ M/ULO[8)*=W)21-O9Y??K\HVZ9[63XU095A[O7EMOU+>M_G.N>;KG'WP%3 MD)8U4>6]_]6]6VZ:597R9W-L49^R"9O#?!TWT^1&
<%R=@Z[[O$[_W1SL]'XY M72]Y5/S%IDS5U;71:-?AZ.;AN]'RO2;I[#JEHO:]RTMJJ=K.>;WZ@D4J479;'97J\=:?)[O9L@[!A3'Z_^R]:7-CQY$V^GU^
MQ8E^1^]8$2BZ]J7E<42[9*H8M1!].P6,N1#,L2A8(4'V/_\O[J'/"*)4I5:HVV&>S7[9;/S3?T$UH ME:ZCG5;!?S3#S2XFBU%VCG(Y2,8N%NE?=0]EW04#.@T$JQEA MJ==%==?
SWXW'"WA.ZRSG^E_Y+@RP>C_7K'S,.>CE?5OAP"_/T"EG(CO-CI M %C?Q1B8MRT.<)[51JX<=@&+AP U+H"%/L8.%CNHOM^ULZPLVBV$94#V#A%; M$RR MJ]+7^8?1Y-
/L!IO_QZSY'^_>",\>YO'_V?)X_]JK^KX^[\7X]@P?#MO MOUN>;ZZ:(B^8UY7 V)0ZED#T'2F M=F^_E*KN,+R"&NNZ\-6KD-OEZV$5^_JEZ>Z[[4K&/KGY5@/Y 7UF T
M32>7]V&*Q\KMSK!L#I[!:+.Y\<>:^WODW%^Y)_>W+-URE=8^EV,!]\P+KDG! M]TH*WJ3UX0/3Q.73+,8CR0E%G!"+M(H)>165=Y;'Q ^R8[&1EW;DN_7S>
>Z\V27UL"BT^[KEE2[!]ZYAW[6O!N-VL!&9T(T MSHYR/*KSF7/"3[N9NQY&CJ/A9&&W/KE@,$%<6(NX9GGG MG%GDG:4:PKI"D\/0SGS!Y^J MY*_DU">4F37Q8VNE3S?
EL.1C3G)J85.,CR+EG=B"SQK!YRP[&FXQSSLYDVEO MOPYG.7#LXY>E,^3$R>GD8\XZ[+.OX(+XLUY^VBJQOYC3F!)[XT8X697@Y/CU;,59'KI+'&+/77C(N
MRBM*Q*^+!>>7PV*T0>NN9$\>7PX6+/_>?FP[RNQAK09W9'?H*%B+?21$1(>" M3@QQRCC2%#.4/.4>2Z?TYYZ!*JCNZF$P*Z*\)%)%T=CMKFWL M+#W6I-K:(2^[,
[7[_"G#9.4?:C\ZMWW]2TF-?]@8X,NS9&5FF2 MNP8TS="W:!/DNI#FK F+-B-\>4])&"A;8J\^?/ENE,^3G6_L5G6;LCD4F-J;9MEA_.WQA\F9>-W
MOI@"$BSFW?"S8L^G+89]3DLYH#$H6CZ_N^RHKS\F&PUK<_YT ===V@"&R?N2 M4U"08DWPR^5+.Z(+#'=;QKDF],70%_Z M8+++F/SS_'D4XW\O_I&F5=EZ2<
M9L8+W6FC/AVDQYXO]Y-[&W&I*W+:[RP;E9-/=ET\RKK[=7]EWX9Q#Y@= ^1+ M!VL/S*9QF"S]Q?7[RA(/FAVUAT?["TYW@ZEM<&[473'EL*M&FQU M1[O7YB=P-.FD[:
MDVME1K$<6+J(.UZU:^GR3EW(:6=Y'GE#86T0?4[=VA3Z-=TQKKQ5. :4NEXI MUXW?E_4/4=D#&*;AS1+R]E/.,;N1C33?Z2*V4-E"6T9]WXO16C;?NIX9AS4\
M+W[D;G+,UI**UQ,#NZ3B0?=BF.MD]+&5IW- 27A))B-\+&;'/Q;AO*]Z7Z8X MBI]AXF=Y*ZS<,[_(5Y93A\//S26LX<5LQ[X3'W0>W*?8NG ;(%'6IG-Q'\@A
M7[A"KQVTOU_9@NU*WK&"2P;N @&9KK:93X?GY[$\J?C:!:IZP2\KU"KW+51< M1\W,>85#%].KR6QE 2_/D:V,U7S0!@07A\I]E;)/7Y6-9R MC_=CWH-;&M7CKTZB#M7EMG$@#.JXL
MR'[L/6YW.]HERKM*H>V,B[4?MTZS+_^9_.[-KVNAI#??#CJ#I#6V6H,%M-AP MUIJ DSM2\V"N_XA=6*K?/MY#\4T[%<:<7:N\E&/0\%WJ5LX-S)(8VS.H7>KZ M+0\== -
O93H_*U=QF+6;N:"URHYX^\2L];?70 MEY3@89?P/.T?V8/6:!0S;FUB;?:^QK$=>;:%IF$]TKI&5'C]+SU_J!P807 MOE/O2T"^%5A[0/%]1N@H!RKE%T7FCA+UIB)BKJQ"SN&$N-
,".1,#BH'2 MB#V)1!]DAQ%FGPV25AQ^ 81Y#R(XG.=/-02^*VRP3J^24%#HU62"G:0L'^I M;G($1QJ035(BKC5&1C.,F%=.,,55E #IDV5_M=B" 9Y&UG:G7].#9Y8&YA
M+:\F^XPP9G"]UKVXU;>G9<74Q-/323Q5CTL\K:FG3YAZ>C*6P9$T8_:-<[). MNVM8,+E$:V^ \T9IJ/Z\>,'YC3-W67\,YXNE*K@ ?NOU0=YWRSR9DPYW[),& M\"-GI:K,H[R[%[:Y&
<<^;!^49RP>66W*!M%:W[[RG!([RV9\<)QIGO=/^ MOL@^?TYWG-=P[SK;3"= MG&\L:O=+?4G4.,7;1G)[#GF]83!3TH9OA)3G903 MTZO4+Y\KLLYSH8'-
,.&J^D!KP,W7MGU#T[)O%UX83UWC">PT;>W#:IURNXK9,]UX";-Y]R 20P'8"N M>=7\%.YO;#/*X::U"/J*^,W#WKZJ#5?*]K9[HC?'T6Y2#*'S#MB.?W0YSOS(?#KPL798
*K/RURL;L^7Z,O MK]GN \#TX($E9)V3JL66J,*Y1/"]R5U[=;8LN;^U+A':CFZP_K_VN;-H7;ZNM M%>!RB*C;8Q^4S-3EFVZ,NR/$W=-O)WAEKTOP]:LHL>S7'+ SR=Y
MRP6X:"WRN>ZEN'@]&:]RG[K\UK8 0+^]\/*.]3(_=[NH9>$V,\%<3D*;N+(U MLR=/8(V_8I^Y,L[!=U(-IRC Q+%O'$*')1^O]A^3Z?L> M1336(V.Q M0]P&BK2E"0E
3\=3E([29YG2>%>1PA.K6MCKP1XF.ARZG$PS+,*83I+3N174 M*LP0#Y0CKIA V@>)&*:"":P)BUM=TI.F/ I.$0X,[G%69,&0N:P@U]H$&UFZ M,R+YMSC-7P "DPW^N +3?
=DN"M%U-J%WM(O:/4,FG(W$!*1R,WC.>0*YC J9 M*)Q/(B:YW7K89(<$G+P??9.3/:5GW MUY9?U_D(/F_HS8?;GO -VS@RPG812:20))U%8 M%D#(;_)[) #SU%CDB,:
(8^Q!+PA0$R%@@3F1-.BG /K[RK"S1GN+%<)$"T < M29$A.J!D+ S3>ZNBV=+'0<$\ M<&\X(C73.+LJYR0F.R7)16]SJNKZ?<-UX0JKU)'] M+N9K-ZP?
FH%9+CEA0YMI:53>W#119QO$NVQ*@'(FC&MI@]$VWA1LJ;&3D@0$ M)DIN3DP, GGFR%L"EGE2U#!V",'&CS*SE7 :"(ZBR[8V-@I9;AG2@1D)D"6$ MW>K4R6@R
&D>KM0^EQ$'P"3D9X;/(YZ"--2 :N21Y<$&#G<SP8#D)X&)$SB=MTYER../5(_]Z;!7T9KNI7^*HG4;MHERK'?L^)SD'\F_9"V\3 M_[HC-K.-^&N.@^4@7LX/S"9]/KIBK]O?
0%T/VM"BO3OJUX:&[PX.+H.>2Q[I M H7E.-QFI-7%"SM*W4F/RS+)BWAY(_GYK'F_]:0^X'COF&4;^6S#RUTUU\VW MY$!UIDV;T1U+'XOM:\6\8[^S,D=].NBW[.5A/-J=7AH[UY
MO+\/ W?I[27K]<%A]D+"&\'HY8LM7.V'RT)[[=/7GYB+>*U&MYGX^JFDH)XO M+-PP!R.GXVM@T$4)9]\[TMP?$NFSA3[UN:TAI\?.^\AXE^;;+FU;0^4F#_TZ
M*4=R!_U8=LQO%E=#[FJN9$*5NBO]'LA))9B\=@R=I%0.H^Q%QOO"W_V8L?#) M-@2MB^C]'];NSUUTVV.E8WVI[%RF!.@Q+WNL5Y-AWF&!2< :W3R)ED6A+=S=
M;9YD]^L!0V@SZ/O64'=?GP?;H7LO>!O@T>XP]]O%UW$_UG9;7@]8J&\'F6*? M2INXV6JW*(/0O<'DQB#6UJT<[%_N("Z7>-<4NZ'?Q@;?;CC?W0JOIT.N5AR& MU*[XC;7-QVG:'GCM
A>2K'OB'1X^<,4[.V&V?DZZ.[RTTZ[(;[UOA6"=]DJW?G6?D%*ODLF]L,@H,O&WRXAU%I;7?IK/H)](-@9SOKRF>6, M0)ODD]HBI$63MADZ.7LV-TM\& 7WU3=]]8;_CKW4P7ZMU:
[$DVFQ/9W8GI$< M_WZ2<:RHN!=8J+RU1!"G.<6?$H(425@0CZ416YW@: K&.2H1MKDDDY0!::Y4 MOH39@Y MM;#!H%-V667?"FC WY5%=[H=99++RF*
(D<9L68(V,\AQI2FW'L=U-99J(>P M:(E[K?@R'RJ!Y?K3]=^ZQ?JE6ZL?Q^_:E3H8MQHF3H];MP]HM\9+A[V53??U
MU!1&11$I,M&QS*8&&:L3,DSJ*)F6B6WM"!P&27^*\\/BJ#+RU/CRQ QE\%6+ M=;.5%W9T\3VB@76: MKI+/E]6GQ_G$2@QK.N+
H1$R('17+M]Q!20SPVFN/-.6JJ@]$MYPQ+VTR%$L MD+,6ZP"N&C%;)RF2 T/".HYD ![AG"MDM!#PB*"U5UP(@Y]]YY..;#7=9?N$TLF#>#D1;9'XW0^ MG.5?;YP4[3:\I/:L@&Y MMI=;
[LNEC]H)G]S86!X^&HD6UU[WWUXW_PZN1KZ1F*Y.S_R"9;R_D5R?NDH M4-Q'<*+;FB7MV)5"(/ZQ.!;Q;UAS^6U=R^,A=EG:M M\6F50ENC7K,B7]/3[[6[/K\^NFC\-*91W[>C*
[O;5YM;9D+>7BX[YSB$?+Y] MZ&(IP#WYU#;5&,WBI_98S+C+_>LZE$^^H#YBL\/+.[IYV9[^6;606Z_HX%>- M%!Y5B[P-7[6)LK M34?0UXZK/Y0]J>%E>^:N)
(B.8>3K@KI)/SMM.]&M,K!_>/?A3ZL"BJ5,E)V" M7,KGY MZRX#<8E__7/'Y83%6G7U/IUO,EV6C,[9N^+MEXY4WC\T&W5.60S?PB%X6\H=Y>?;+=C^-54#4'5%>,WK', MNP^_E1\0-
B<8,OBQW;'_->_8-[]K@QN*XV_?-C]>YO,AJUZ0JRN;[Y=-RDXB MFK"D[YMO3XZ^MY8J((%X$IYX)V!%GBSEN2%*.?0+*QK'%R6VM3QLJR*;KV&O#>I[$[@I.+NQ94^]N MIXO
QS:6VB8WW#R0UAN.'>;G3EXES ?P.1JNF@VMIY_T1X:6CSUK_MPV9^M0 MM"0GY\90^<@ 3*"Y6CA8R2:'..?7N41M/O&0_8#KC=F!5*P"J.7L>BF*7NS/ M-
EJ93YH!8)626&WCUB5"$-&B]6;ELXR^;>@Y%]_M6M1T_596NFA]$+T*:4\B M;>S$[6K_M]'=:'W=*GJ#F??Q7NBM3A"]/W3=7GY9MF;H()SJ71#>7E:"]/V= M:U!^["VI=2A7;
[Y=QQ2U#[K6>+E R[H+V;?"67:TS!=D85T7]&'L._[VM20S MB9;WKL/2K1L"0/"7P!^GL,;O,[':]2T?5YU6[0T,7JU'41NVY*XL6;A?(S"P MH^T[IO9? N/#J[-!G4]@-
EV/2\#9BV%,:QU:EFHN]W6=-K_+P0B*OWO__=_ M+1_)=]]F#5C$IRV NGI%V]IHV4*P;P[;/Q+FXW(_2IC99#'-%XW $^_ZG]S& MW,-6;->0?-5ZQ5WO;%#=J>9I[K:[N+?
HB1[3=6JR^R77.9>HL/]TE&DK2MR MV&KS6;M-5EH+MH?P6QMA;X/<^5EU3. P[SSBJX3W9ZM])D@XU1][JV MRU9YT*/X88P!!6LQWV4.M!YJ/\+5$:A=F3.
[]/5CS(.3L3/5L4&F&D<',XY^ M]O/)/6PC^5RM&^ZO^M8LFTT[J(2;R7<@7:%8"D7\W\%O85D#X995#8TBHW=@U6L^VSC.>#/O\ROT8^B>CNW@'8^>V_-KV M
O:)!CMK^DR97U:Y0E^.]H_.*]@#]4^*#]OY!8=G?,:BY-)R1)3 P,3>YW1. MA8#AE4N$T[1=%/DQC_(;,_/IZ7GX&3\<^I6]]=LM=Z#ZX^ZR,^\,YXFN:-U M >'6B5IW?U)U[6-RP? M^D'?
LR;BV]<.$EV?HC]TS-,.H1MTAOFW=C&??-=E9.5!Y00MF$:^'(WL-?C# M\(K/$9R1\CJ#S_W_?6E.+ZA4A9.10D>F M491$(:Z%1T9Q@:3%PF ML_VY%$$9CL_?E;3\&'ZUGP]5L\V(
9%J;^VNERI(SXPC+T)^*N!6P#UQP-7& M6AUS;Q#I N() !?^]D@(+[#!,EKCMBHB*LR<$QAA["* =%1(6QN0%LY[23DS M=*O_1$!5^&!$?NK9+Y40:J 6P&W N[+ UR=G%*
<(F^D1%Q2C,!G=XA9IK'2 MR5JY57P8*V-9"A8Y^ @K04RQ >$'?::!RR2V"I!>SS 99H.F-[?;.2E"E(% MW JX%7!?'.!:QI/S6"$<4NXT)@TR*0;$3*0:"Q$5EEN]'2*UEDB+9# Y#($M
MTHP%9+@51IJHF90G!+A,#["J(84G#:/W&6HUC'X7];\O11@Z46]0THNAX/DP;)0*/ MPR '>DY;QAP])7U'Q(;6M7=*Q"?"K.53TX39K4ABM. $9,47 1BP$4(MR* MR .
$"MV(KC)&VHY.![.",UP*SDR$K&D,Z%O %I2? /+;SQE&X%K7'S5R(^ M%68KGYPFS'IN162$(>](;N)J"#(FC,P9G\OMRH^7X_X5)BM?':,,NXYU1@CH*T 7%O M*++!"C!N!1?
&,:O,EC6KL7-@!#LP>0E!/&& YJ QDL[H7)9.)^E/!V8E&4BQ MOVUV%9^::OZ,,?(/<31]_GK=O+?3!C4_CG/OEWGS5_L9OIE=-#_G%J)?);2= MO I\[$F=ERCEC^2D!Q48>55JE(=D"
7EF2PH3RYI0H9YB8017@22L+!;C=HT M"=0J'9 B)*>OR]R(7!.4B+*8Z8"I.*'8NQY@QIY6BS[^J- MX;S"^='A7 0:;;;.&<^'H@35 .=YJY?'A%4@@>NM4@&<2A&Q-L@:X>$>"Q9]
M\A01$0T+W#B?Q.G N2(#(W6%\V-O:SPB]7^];0?-3WV R*^3NR-;:7]1GK/^ M8/P4K4">>R?DU\G13'SJXE<6^0G5X7WTX=W8U6(*AID?&2(.XGADW H<>:X MI5%ZOY4=QB+5*LJ
3'0.\> L*_P7N&] MPOOQX9TGB96E @7E*>(Z*:0I4\B19)1.7E.]M<_]!#VDGQ#>.>,#KI\UE%;A MO<)[A?<*[\>'=ZV8T\I+1+W6B"N>D%64(9^HC8K2P/16B4^OL)+:PN5:*;@'
M!^177!N_K>R7P.7?9_F-/X9\6L*!##W^' MX?IW[U'\#S\&F?PW_*407OO>?YA4.Z%O_CY!QF6)A8R_&W[;7*ZZ/BSO', O\-/-2E;[EC#_!3? '?T_:);Z?XMY584QP'P\7->1WC"VR54?
KXG'GX)ZWU9:YO=G+?U^CU, M9S; LV!A]^_U55K[W.+I'RZ6.\]EV=KM9)M@'F_MZ).]GN7^\.O+UZ]-41Z[M%^9+Z']0??14Q-ZAKK9I_>>O@UB'44]?-)HMI
M0:]UP!J.FSFHQM_&%HR]_ZP!6$19NVGDEI27OUC.](/_4AG9P"3VTCK>]8V(_\TF<>&L&S'W6O%?AB. M[=@/X>$/8^N>
(VZ.N9]D'GMWS<_PKVGCX>GGD^EU'EE_T31>3QQ7[7Q' M]5BV/$@71T-@JUDFTBSV\CV$+UR+[!3. MA_".\U95+\8^3N=V.)Y?K_N?^2>?79 TFGQJU\:",^([%HTPK,DEL'&R?CZ9
M5E7S[L/[1F()/O7 KRFO#!V7HC?+UDOJN7+IO63!Q,OPA>]\(+^Q&6>S)OKN,<6"$"*>#G61IF MUW#6(\,TCN+'[&C^:V&G(+L-^&.O?@5_F$Q+4#,' V?%3 ,A:$"H8,@ :_'S
M53Q'D<#&^N:;_MO8"W,SQH_]"'SS.K8PVBGJ) M>+08<1;ST2XLD$\Z">&,E2+>3!* 3STV 27-6"; MSP8;2W#1HL4HPTD!H,(VOGM8&!:'XJ,=CG)$'[@TP.+TV@Z6+2N;3=5VBT+;
M0+MU'-N'>COP[:S)--AW0Q[.'?"831MX?<^,H%_7)EH(T5&H-9MZ[-[SQO;2 MCW8Z+/2!M9F! 3OM0O'Y79G(&U\W:3JYO+F*OMOV:J=PT[O:)B4,NSQTEAFC M?
<0^FMQ*CRI1DQ9LYA?3V,-,-HB 7!N$*FN9FY(/ED;R$K)"NZ0MZ\\V5B_$ M%*=3^+RTK%NST(%3,\[J8(V_AI-0E'=5U[NRCF*T%.<6!8H'Q'&0R$;BD2*. M$Q*4H]N-T!YS9F#77O1?
0+B'H^'\>JG+^X4_V'&! 6?[3PL<2W-GE]_,N.L MBS-4&$R05E@A;I,".Y!;Q!B7QA&GK#I(AO-QF!$/--Z?_'8D1LBP.\O6S? C
MN#2M%9!QXB:C<##^R>Z^'4Z;_\>.%L457VU:K=%XG:UV M<\]-JCR$>[2F3(-1AZRG$CP/K8 3?$*46D.PYI2R=!#N@8F6>>:,U_GLK]%F MK@D_CP$K%M,I\,"?+#C\#V2C)W7?

OZ3ZPR%V74H\X\@0MVUO?A]]O'1QVC R MZ(Q/6Y:TN>S6--N3*?/UQY:OQXW-=FF[RHW+R]R'=WI+,TU&H\FGG*[UY1&; MH^9O?5G.<9]A7!*,=Y4]L8OYI$^^SH/*%
(,YY,O1R%Y/%G-XQ><8OFM?9_ 9 M_J;_'KAF9*]F\>TL7MFIG<>>%B4UOWWTFUT%83X.9\-6O;_MG[>DO[5H$! MV[_)67O[KR%GQ)B[KKGC=P//N.N:.W^OXSB!<=Q1BDC?
6HEHEX0^I#S1G2>S M>ES8D3NJ#P0]N_-VCW4NZR$-/0Y%@8>![Q/-'S@K__J?;PA8S+<2XT&EZ([& M0(\V;A]OKVP8#(]GMON48CL%"C\GBU:4//H25)1<1TE:0?*AY/V?Q21G"/PM
M;W//_N"FO__C<-R*Q&D+CFU_39-ILV/V=\IR0JMSUQ^^-U?XL5[Y.1[P\PCF$"4HWG[?&$(K0_NYP57ISZ5FS719E64:ZB7$7Y
ME$6YB.MOX\EM8LRJ&%*0MLV.CXVD4O3HM[5EI4H6F,D@5FBHT56BJT%2AJ4)S4@SR M^FARE+9DY+YMR6YZF^O)>>1H/C<.^3]_7D6SEB
JE/&9S_W_]+4T)?//]44*F@4D&E@DH% ME0HJ%51>D?/'A7.!6'#YI B(BX2145$A\/U4Y-8F\.]N.G^&D\ 9DRC:1!"7 MS"%G4T)>,A&#L9:+[>H^U?D[84C]LA2>!T19'Q-
4_0I2>.Z==5;UV2ZJ=%EW M78>7K23&VCCP_BKQ :2L?04?K56)H(Y)YI&A6B%NO$:Y(!,*5 EKI: 6;Y51 M>4Q(M3T)=I):=!^C+=-D:W?!J@^J/JCZX-
6&;BI"5H2L"%D1LB)D1O:#JGI++=]54O55Z'6.JDU6]1@W6K1'LM?U+KL'Y52U"1LE:%JG58JWQ7^:[R7>NP5E&N MHOPJ1+G68:UB7,7X98IQK<-Z8HU%OHZ%>U9:5*%IC)
(%9HJ-%5H MJM!4H:E""4\TU"BXDQ+6)R%GN$$N48DDP=:3683U1 M?-WQWE,K)E)+\9Q4@G\TW$=B-!+)&L2#Q,A%2I'1B<7HJ>*6W4SPEXK0I+E$ M7"6!.$X):<(%PD)&9[C2'+-
CE^)1K);BJ2>W*J2^>D@]D5.EI\P_%50JJ%10 MJ:!20:6"2@655^3\2968%XZBY'%"G#B,K$T[4*S0DQ2*5)%9K*(%5HJM!4H:E"]4BV>=!YR%<5!A:*,9U; MK8"D&ED3;Q@^0
Y=CO_/I#](OI<#Z,LQ\^_C0\4,27XH&B M_&DCOO(19Y(@$[Q%7CNPZ>@--?$>ARW>D0])GS\Y#VB M^(H]IRZ\NMO 54!NP)V!>RO.!93(:Q"6(6P"F$5PBJ$50BK$/92(>P865=1
M1*]<6W2)6^F0,9HC(2G7+EK'S%;6U6.BR]5M?GF ?7OGY*-C\>K=M[[NWE,' MUHF?_6@18)9A^+'Q(SL#UKNRYQ&-)R'V-[]I?^[),(J?41A.8V&XW,-X<3G^ M+@QG5R-
[_3;_^MV5#6$X/E_;FQBVX^JB]>T778_H_BWE5A3' =CN['<#"DKU^YPV 13>6M' MG^SU+/?Z75_!?GFZWNJ[UN9+EN"%2L,.:G?@^M/B$D#%]Y<\KI7ZES#FEVP&
M[2;3@T#SA\FTF5]$^/\TQN82OK^8-2"H,33_O1C'AN'2:Y;WU#S2, =YD-/8 M?+*S9M=0'OJ>@YL>.B9+(S%()*X1YU(C&ZQ%/D:5+-@6VLJ;IH>6B@L!EQ,J
M!>)$:.2\\@B'B!U66@DI;YH>/R[+'?PX]I-+L#T^#H%)P[;EL;(W?OSIAPV# M(Q]KR49'WBF=Q?&;/XXG>VV-(ZUW$[IY-<,RS094TN1\# \.S:?A_&((=,^ M#K3HKX"O,B/_-K:+,,Q=0-
]/LOC.VD]E]]SFKUNZ-1_F\%D9)'.X26P&4S%CL[6$;@":P761P&KQ8$1 M;!) H\W^F1#@J2F+"#'K\!V M]D7XNJ=.,",:PQR0LYXBCHE&N7(P"L)[+R@C2MM#S"S/Y^?Q!_!#?TZ'FM%.
MC7%B*F2Q7-&"ALL_SH$>#:S";&<1H:]<&SR.*%DEQ))2U\R6.745[M=6Y-VL MF:1-JA=H!8UY"2.Z!C4R_];G4 /P"WB MK.DI5I!F2:X!3&F^SBN[6>(F-1["$CHY[JA7*
0.+,%$1(8%BKS65GF5'&'D M25GB'HSP;,#XA;QQ,&P\,GIM*\3OHX^7+DX;1@:==KQ:Y]BXXMAQG&=VF0W! M28*I9%Q/D]%H\BD'T8X-RSOU[A.$\/8PTEV3NY<@WSN4UT?
P2P"_'\)Z=1&[MF$_ZS8T\J+Q",(U\.1K9Z\EB#]_X',-W[>L,/L/?]-?#JHWLU2R^G<4K.P6[MIB='V=]J'_UF5Z;ZQ^%LZ(8CL(_>]L_8EX)>WBK5&=;?Y-CM_FO(F;CSDKM^ MIV=:F?
5_OO2!1Q_3'6<%]*U5;PY<6'7[K.NKZ$]=>\;7GO%?U#.^V -_<-/? M+Y5R^6,]&E8[R5=)K9)Z0I*Z;BSWTLJJM-9CD"_G&.1[>S6<=^'.I6]7\SMK
M4Y3:%.6I\S*I9HDQBZRE%G%*$S(<*Q2ED=0*:7P2-^-Q)$I.A HH20CQIBQP7!$7&F4\A4&OB<=2: M'%!-JUZK[D&%SPJ?SP&?RE+G:4S($ X6?B0)V6@YDCII806)B;FM5">K.
M0=5J5:L]Y:$?286P7""#?4+<88^L=0H%(CEGEDI%MDY3)L\P2R8BR9E$')09 M,@)+1(13S'FLDSB.5E-XP)6J6JTZ!14^*WP^!WQ&$HT1 (5$DPCP&1G IW?(
M4B$))B9:L>44$"F$M%(@1G,!'1?A\A@THDF90#UE1ATGIB+4@ A=X;/N%9R" M4_##8@I,O9C&]O@E<"Q\GE5E5I59569/U#+$2.$HJ*,0@\H5T%DN!4 0"X)+ M'9P/V-
]49D9BC;F3")?VFU3S7(V%(V=(8' !!".(F6 #.)%%0 MEA!-HXKQ.%E#>D!XW1ZHVP,GX0G\)=I9O,@5.H:75]/)Q[:86-5E59=57?9$ MGD!04BOJ4'2$(QYQS$6;&>@'ZKQ*BM&$;^HR^
4,?^H1]B*_HL&>,2DD0D MF1@%M^ XG@#1 T.J,JNN0(7/"I_/ S.8=TT@%1F@2.5CN5 MMNH-LN@P]]XASJA&' -R.DT%P"=GA)#$?>!'@4_*!@S778&Z*W 2OD NBSN?
M+CH&^0%5G59T]D3K#)E%!>43<8HPX40*YX"E*@BB2M(I*;NT+ M4&<4> P>V: 5> /,(*?R:3H5##@54@I\I!PA,V#LB9N*OWI)J?!Y$C0Y+:9X MK?#)E ^!,8>"
^3DEAIDM)#9O.>:6FPUVSI.3,#TC^)("&X09PR@HS5!N& M);'42J+=4>"3F8%F=5^U[@R4>]NU>E&RE3S)M(D."4(\Z\0C8Q<#*4-
#@F$E**6\8P.ZT3/$94Y34DRA9*@.%A,6A3E.I(R2Y^PDN;N6WZL7MHK1%:,K1A^R M;@1SV/B0$%4!\!8;P&B9,(J1&B54U'([+=2I((-."07L<]R(<&0\UX@*[26W
MA@E'GPBC_TCU$^]6O"X8KCL:IP'P5>V]XD!"#;D]2&5I)T)TGB""A48\@&_A M*/@)B1-B+&:!I*VV1$+KJ"TA*.)(P17A"=2SQGJ_N%R, M2G/O$.&A?FB+_.6SSO9R
D3X/^6+JN5J<.SX>O"E!,>>4FY_M[=I^_.J9BLM M\U0CYB3H6N42TDQ*Q'!@CD3C)0Z'<&W>K1#J^S6 @L^CF#^ MGZWAE-[-?FA MCG-G'8Y?95SO0-
T!OJVJI*J2JDJJ*EFJ$D<]QC3OY$CA$<=6(FND0]A1HZ3F M&?(.X>6=F"H1>F#4$[N#KU25/-M>49EGU].]//4QSF1'O-+,NCQD_:D=>5ZV
MK_GK9&Y'5>_L]ZG9S3+>Y@LT7PV<(_]A3^*?%)3S9P]]A^'%MQNNN"#\3C'WS%/[(/Q:S^3!=WQ^Z5Z_M(*T>-VEZ8Q!?/NW]>F('(,(/DVDSOXCP_VF,S25\?S%K(LP\-/^]&,
<&3*>& M8LK+?B!\8&T1Y.ZNV?#S?>X9W+ZUV,3/5W$\BP/XX$>+,!R?;_X^2;E)HQV? M#[-DM@>J!EN7^+7F+1<3(&Q^S'0*M[5UV@;EQ&X![P\(,K$@+6OW
6S'U#\E%1I1GH(+8*4TV&%-MJQ_+147@FM$J(1[M"/@.SBN/<(AP@])*2-DK$@\R\78]!G%"=;Z]?Q? M[8]_6UMP>.:/J]4^D%[B X/WM[$]$A,-*A?OS+[TU'D?-/(J@#_*.4::>(-2
M3BD*7*I@MWK*L$C!()(!F>@!B8QS2PB9$LU2AJ(M"2^?BPD>"+R_!L#1V#C;&965=U6@<"D:KB)R(G?Q-58@9TE"0KC(<7#.LRW_ MU"NLI+;@SFJ5\TQP0,XECBRP,B=:!9"-
E_*>@"&\NEQ\C3.KB*,Y6,<79]] MN:M$OB)?*0OY[?[/H%S]?@+,,K[N'(]8D6%W:2^-M>-@<07E">(4=)7!%C2= M2 D%6J-'^_F(SB#";: MS.)YIL1&
&%']U=8D=E\UGP:SB^&X^;3\O;\=7[P%"X=+V(N!IGE_K>Q!563 M\ZK?3S(\SMI/)?FBI%O_./:3R]A\F,-?927@"6TB]GS2^#B=6WA2]_[\9?07
M8R#5^34\WLXWL"4O0NAOS!5HAN./<3;/3ST[-LFKUKA7A(U5;?& S6EL8XS6 MHX0Q: L/.L#:(!%1SE*P,4$O;+E$3C-N P8$#4EG!+5(9\<>@S=$O22.RJUJ M+<^+H/M+PQ\1+G\
[^W#6_-5._QGG5R-XR^/0\G+M 2>.E\T/]PEN5W%]T+:D M-,'1B(@PGF/-(\-VN.(00+9I_$6W&X$"+FCBODM70('#T)E\,CP$54U@L) M,GMD<25Z?_76D[)OLJ>R)<:/-
';RLVX1YDV/<7!JLOW:;9'O%].*W;WUMW1 M P_K[#G,&1QC.RKE%&>=0'<,.AS[:5[ET)PF]!EMP,ES$7%E#?PK"60T->"W M*0N^JK
Q\9O0!ZZ>5]GESV:QD#U./"@'_(M.!"2R8>V,#F;S"Y2?BQH]7W ML?WOP?82,-Z?7' ?PV!(@*S3C.UT"AQZ@./_YCMF*Q MJ^GD'X!ELXH;]\6-P3WURLF++?IXOT
MM;RG7=$+T<>14,-)((@(%;))S)$1N:49F-$.)^5"V,I'D_"M\LP@0JA ''.. MK*02A>!%"DRE8!Y8GOE)!9R9 3>G*>&=F+K%\':9./[YGMGA7X(SJQ,, MA^.!K=?O67Y"-
I:H(8O%^=B>:RVK$U[5M8F&.Q;._IDKV??O?G] M\2< AG^^:2* Y%56U]-%?'H9^D)=_:GE3P?F\<&059XU/=E*5+40KLF40X5T M3:%=LR+>3FOG),GU .JTU^?'ORUA
[^77G]:'M>O9M_2[+OKV,:-7:I,G6$: M9JW6S/65PMIF#V M PG[8+R=_IR]<+#TKW*F'5R2C:3>F@ MG>^>3,_MN,O" YO>7^0]K=)-^7__+TV) M^@XLE-
*@9PAOZ8)ZY>+^',N>X9XU?P.#;UJ>V4TT7WT_(HUSJF$[NMLHDH>P M(NCF>J7A=#:'U;&C13&E_&(ZS73K3\"4=\S@K;U%YNWLHHPJ?T 1C%>XMSO[MXCW(3O&]?
(2OW2@.2C1E/)],KP= E@B#"/U9G.ZT3#N[S?6(=Q_>-TSB9TOXO[^6Z1W 05-V6. M&A5RE#&6OWMJP,Q&\.3A:#@?QMD9F%B;S+H^MS#,L#1OKN#+-L0RCU?-!)0K
M(.CD8YRVS[DN]&W*L<;,W<-9P=D85D-JG)T-9YO07L3*YS^F'5T3K$R3Y6R) MYNNC :0=YG"LG4ZO,V'+A6?-KY,F*Z9+D,V['[(Y@L5\V.[2V!P0RMOOR)4(
M4"OKY:#F%2A+"XOBKIO+"/Q9:-GLG.-EG%],PJ!IGS'I4WZ ?/GD]1!>6?3' MXO*JJ%X8>CNX_HMF,6L5RK[Y@*++!SIO>_L*A8"?(OR:+^K3C(H@_^G'7[]_M-RB"
NLVO2SJSL_MRAP 2GV: [/"""%J&R7A@6R-G.@%Y;%KH'G2WEGV)&-J; M[7B\R(9,NP?6ZM(P++&1_*B\@?%I,OUG?EAW32MNMJ,66J=6/]$R%K!^ID6P
M/PYMQ_#M.]KUO0*'+S_U!)SN4;];G>/M;:5O!UF8BK&9&0HD>/AQ&#*QMI[1Y9P42ZL\ M[M)>%TET<95GY6)>]F'1/,M'K4;^ZD/#@&R9?Q:S64^L3>G/&'8^;M,K5JE1
MF2^68+BWEV6^ZC3#Q"E));PWB AM$$\A(1=]0)9R9B,+7+BM+GZ8YVQ1H1 Q M+)\B, HY'",*)"3%L:96;P8[?I],WP/PK!SS]Q=9+[WK)>37"8C?+YEL/Z?? M9MV1HH/M BFVO[??
LDX0VSV65GBV:-M/7Z':9?>Q=IE9R=M? M#MC&@X@!/<4:$%OA("4."W^A?U9Y M#!%O=W=4P2D3J$+>D #Z7H7<7BOF2H4Z<:ZCJ; ;(:A#Z^!PM._^;:[XYB[S?Y= %0%/,-
EL;6.I"",OH708U M>,ELX2\V.6L5[=X=4MOY/EL0\,;FVWUB5N4 2P[3<',*V^]3^1LS0AT(MC)PR\=;$7-^F*=#<)]?MB-YOQPI;>[0W>%?6Z+:DY1-9^NN@2!6DQCFZ:;
MHY;S>#Z9MM'&6?.7$O)EZX&>M7N7=O#%$%9IZB^NNS!SMM6G.=/M?#Q,0Y_) MLAA/P$B?EMTLN/%J 7-9QC6[1Z_"F>74T/!?BWAS7S9I<==3' M-J"YN(('S(; QG:ZD938&?
<;P;KUO;,^G)D#D>7(U"H+OD+,\2%F6V8M ,48 M%3%]09X5-90KACUBQ!'$>23(1;"$A?-86,$E1?.$.(%4L8(Q$5)\Y$8 M):TE%]+H$-W)1+[V!&XXMS0*@R0'OY#'7%#
($8.8%0Y[ZY+?/EG*!(:928> M,A)QIQERQCED*?5)IZ@)B2>TN2[N=O(I0MF[+[+7KBX/X+6NLO1F\Z[9X M=\?.US(LULRF^UJB; M\NWV]G)W8QI'PYB:-)U<-M/)M1W-KY>
[WH47_AFO^^&M[,OMG>C!\N[65MQA M.N;7 6BFQ:@9#=-F! 60O]U>C7^LZ?"3H^G>]+CBX)>+M/:Y[;Z^OU2YVO> M_+WRYC=I_1KUTE?DQQBL;"(.3'+E#/@Q)B*+<421AX
94TFJ]>,*#S#H3V@G M=D*]8RV92K_;K<=TE:9+6G2"IN5>#)$N:^Q)$[(0+LVXI^";[-'F-I*Z'\ M!?@WAS]SQ%CT+L;[<.7W9W6OZOCZEK4_A/7.HG8QG_0MC_*@,M%@&OER!$[9
'& M_/!S#-^UKS/X#'_37P]\,;)7L_AV%L%- ISIR5%B/.VCW^QJN)J/Y;1YTF_[M9WRWNY-J^U;.S\@WW;G1/9=\Z>_ZC-(O?<49X5_X"'5FZB"Z]> O<#WNZ#"L MKVYK,+P+&![2=?
C5]U9\" 'TUS1_8*3\ZW^^(?K-[<1X4'_[?FY/2+XOB]-L MG<_^D)_\>&:[3V?U4Z#P<[+H"8+B:UN"2I';<9-6V'PH>?]>'A+#']ST]W]\
MEW.GSF/Y_$N\M.!XC_+7[^U&Q9_&:;VU]]=1SN=?5L1MHIW%>\3%N]2VJQ(M[/MN7[@5],N*5FEMTIOE=X3EMYWWB\N%Z6<9B^VR\YV57AK_*&*ZBF*ZIZR
M;E5(JY!6(3VJD/X4YTVU@X\;)RQ;%MN!0@^T2OY!,<&=D[JQ3D#+8VR=W)>K M'T/]/^7LE/NP['WHL^V9K!CH*8E6MI:/CJ4[WCN>W$*F(W#2,T__1?#)8U.7
M,,56.ZQ0$C@W;0HQM]C5" =B$KJ+E5AMU*5W_E^+7,CJEL2E/NS:15S;\&J.KFZDU<%T_-NPF.9@Z\,19G]Q8KED MBYNUV:NP'$!8CJ1T*GS>I8@?38Q_?YTX>O ,
<,V)XT8F)*/TB.>T9F=%0$&+ M9(AQ1%J]E3P*Z.QEL$@$J1 WR>33KQ@1RXWEA&MGY$T$O@5Y2T3\4&T]Z(#< M4G#KI0K-B<#H22*XXXBPQ9HP6B M)KG >-
*:;E5E>0C*4463R"6A+M$_<@8EKMQH ']BN_2D>"ED)'>A\,J%"Z]/M)?:'#NI>XEW4 M?[^8P1A*'?)1VR?E8G@U^RIQJRJZ:A#=AT^>4MQ*JP):V:9NLU4@^>J!Y/D-
MY:03T1HL8QY9!*-7,F3ROQ+'2@O-C*1VJ[R0YM3IA)$D3B/N.4?6&IYS(I1, MC$-/Y]5^*1"UPCY7'0W*04XM9Q)Q5CB,%)E#NCY[;7 EF1.V5X0;17E"1LC[0A(\6
MYJXX3QDJO$]%A5S>FW7J<+2,>T0X];GIJD(F*H>!H25M'\Y7-21?.].:!XC(=$;)*46B&.? MD-'*HFBT(=("NBOQ)6A^S,-:DJN*XD>7O=.0K(KB+Y^37@J*O[3@[NN"L6<[
M.E6FU[7A*T]]3+BYHUGI95<>LO[4CMPO>V_PU\G:(2N)5HU:*IFV:G M:>31,YI5;9@L:*< M3LK[J/E-OUUH';4E!$4<*>*,)V2EL8AZ;JUD/!!'CW6DB:@!I4^<;7\K/WV%
MEFY5;Q7+*Y:?/I93HS U!".-E40\!(D,)1PEFCB.4@K"XQ-C^=/NJ!DYH(14 M<*_@7L&]@OLK W>)G;0B(D(I@#N@.S+"6V2\%-((+G:D2SP$W(^YP:8'1#]K MHD2%]0KK%=8KK!\?
UF4NO)B21C)AC[C6%FFG/(J4.9>2,M1O93 ?V&9_6;47 M7QN0[]MFW+^UN(LI'[+?>#(G=XZE!EXO >[=^_(U$*,2X+43H(I#Y89*@"H. ME1LJ
:HX5&ZH!*CB4+GA"Q.C]:UYT35X\8PLI[^F^2_QA^@[.A!YS_ZN3TA M^58![_W!_/WD_-2*E9N,PN/I^V[63%+S??3QTL5IP\B@H9BRQS/K%NYMEE54W"+OW\M#8OB#F_[^C^^
;/8\EL^_Q$L['_'Y^6O MWV8Q+4;-7X:I_?5WU]%.9]]6\'PF:7XM6%9%^?'D+8<,BG2^M]/I=2^Z[RY!
MU\ZKI#ZOWGV5%*G2^P7NR2KYL!?;96YY%=Y3,)]_SE!"%=4O$=5FE2A*.X,L2@%#A%7 2&C(H$&:N%) E+R?#-0P>8*D=B/G F\N%B*0,R$EN4 MB,:8.\8I3C$(MLX\SU!E?
LL4&F0Y[8N'U"LMK"<86<8=XC%Q MI!VC2"0C+("R$62KZZW@1!OO#6(I8,0-8[F\0T"::X8#,5@Y?:2R.XP.B&&U MQ^TKL#DJN%9P/7%P]2HFS(-%#%N&>*
!62XH"D1$'6QDP6S5(C\PN#YQ2W$\ MH/*)^P15N#T)Z:EP6^'V00SSTHJ&5YPY";:I.%-QYL3-.B%4DI%XQ#1)B%.O MD%;:(Z>3!I_9*";4$YMUARN50LG
L"0HOCFB/W6ARTG*36WKA8"GBSE#D A-(:F\(3I)$ MOU6T4"?C\@X4$EP#S./HD),*G'E&$@Z!2L?4"]MHPF?X0!M-+X);3L&6/#'P M/@62O!);X46+SO-;U=(8(KE*R$=*
**Y0LX"YE)B/8V:2X M!GRDG".K'$-,DDY">BK*53^J^4V6;"B^5 M3UZ5$5=VE((R2& K$4_<(A.<0$QBPPE65F'WQ$;< ;>;1+76GG2OJ1[;NB_U MOX\?
XVAR%4,SC_YB#&\ZO_XJ(:ON-#WC3E/".HED.1**$<0Y84@3HA%5X(P+ M+7B*6\D!6C%+5# H2(YSZ-,C;3S1^RVC M'+ \.HLEPE[!/32WQ8U:H>@TC429R ,[TFZ5% -
GCB1_SZE&5Z]Q)V&/%7L M?OF<5+%['W8K3ZG"!K#;&8LXEA19XQ)21L;DC%=2;K4G/S!V/^VNF&0#:9XX MSE+1O)Y1?.*YD='N1%2J7:-2))&X89_18 MY]N(&M#GM7-O\-
-7:.E6]5:QO&+YZ6-YSN,C.!E$G,MGE8U"AC."-!7<"R^$ M"O2)L?QI=Q -&PCUK/D@%=PKN%=PK^!^?'!/E!M!A$5:9O/<28MLD@8%HP1A M*NJ
MTJB/P3<7]&&8@7U"NH5U"NH'Q_4E1&** '8K+%%'& (:1(]BI1X0Y+' M*FWE:Q_88C_@(4HVP$)6('^J34;X;&&>.XXNA>''M1FO[^SQ,\'8-[=L[Q$* M?S^2#O]8S.;#=/W83;[5>!Y-
O!\FTV9^$>'_TQB;2_C^8M9$F'IH_GLQC@W# M@X9BRAL[#OD#*Q]2=]=L^/D^]PP:N^;*-I/4#)58CIHB3S6@%;<4F1#T$A0H0*V*EJR??!0*BX$UXA0*1 G0B/G ME4Y "*?$?
COU2*L^J&RWLVR?%!$SFY!0 EC(M.)>W-13R)C#)A<+.I)MLQR(%U9H;]T6XG =GD=,>(V<,5:"D@5.WS[L^"]L- M!*Z,]S(8+V&GF0:>E9);(1%HG;P'9QS2 M
GB78)N(E#00$X["'>'0@F3D]QLN*N3+?#N:S) A)/45,1X:XL+D)J4Z(YK\E M(XQN)YU[@$6IK0871*E\9#0@YQ)'%IB/$ZU"POHS?$ //]+0".QGW3.+N*
M,):/<71]MFZW5P,\"^;=AO6@7/-^<@E#OFX^32?S"$9U:DY3IAS57DN)$0U@ M@G+!P=TV42.5E(\,@2.G!2S9K_Q^>#Z 73 MUG ?AO;18 !!Q"U MC$6S]E-)R,Y1_.;'L9]<)PN4Q-&,
[\8I8?8=WD M8SP [CTZ^K(']]YT<;:#-&'X\;$0M:=$CQ @;Y91I*3#B.?# R92A8R3FC.' MI0];&SR/L1P_^(L8%J,X2;=$!7]8S!?3N*[G_]RRUZ\Y!/4KC.!/HXG_YYLF M@DA>Y;6?
+N*;4^&%9Q3;=[,LN#?T6X11719)VH@<=1*Z.X*4@U*I4+T!D1Y. M @CR#'Z$'T:CR:?9V]<8OFM?9_ 9_J;_'CAF9*]F\>TL7ED U-B3HVP4M(]^L^NTQ\?A;.B&H^'\ M^FW_C#W'.-
JW:G@KY=]\]^;WMUQ$S["^XQ)RU^_B3!OUH(?<<:!%WWJ>91X/_S*6ZX7W67(Y"LW!>Y7D7(DOW&/566 MQU)UQ_SU(E<2SR# PB*)_>GG9-X+$"
KB!Q*::CR@:!N^1RSN\L>98O[;*Y MR2@\G O^OVBGS4_CD 7\^^CCN8O3AI'!70Y5#IVD]92+VH<4EP,D1RZG]H2K M=W4^>C2B7%<+_NJF?_E;IQL\+5'V89F?DTQKH=6GS1?
\/9[;K#E-LSZ6];8# MQSW4O*5>K$E/HV)>:\0+Y512GD]%@@V(,V61HV#T$DRU5EI$S;=8\%I=O&=) M]:]4Z(&<$U7.?8MRKD82]T&\,6(C)7!"XV4"JR-
Q=9&).0IXY0Q#>)M*X3T>43:SY/%H<[3JD2K M1EJ?))JI$JU*M"K1GJA\0!0*Q!!!2N:.\ M+$*$WY!F6QFHVFC/*-$^G458F0004^5:;4YT?,E7FQ/MDXU:&TZCYBBIG#"(M&496:
(^\9%9I;EW 6Z5UGEXVOLW0<6 !20=4/+& K+V+GL0LK+V+CM:[J,K; M6KGSD**W5N[<$+[6TICKA,F00B[%"88IV*J($L^-\"PE_=3"]W"5.PD=:/K$ M.0JU^F\2+;(N/3
HFS92VJ:82GY,I4 MN>0&#/A_06Y],9L5C[F J[CR3S7WLA0F4MWS#?+>JQJWAQI09MUB@(4(61DOJJ. ME.#&)K\QYI)C^3=OI]/+?&'Y]J19ER)7]^6QK=T+
[[QIM(M9_E@D0"YXAIS- MDV\GFI?*7EQ,)]:?Y9&>1UCH_$!;UFFR&.?W>3L[:])H\@5^GY]-0A[7<+8^ M!+AOMIC&ME9;GL8\GDZFL*DA+\K?8>5'#5O6;+LV_+-AG-JI/[O,E[:BT4YS
M$<73\3"!9(1'+L83![O_N90^&HXO%K!4B_EP5%[0/?%J0O/HS\;#?RW7#R3# MXOPB_P(WS=KR;LNUW+.4UU80%B[S5:F<'F$Q\II,,S4MVIJ//_WXRZ?W;P?- M:)W9%%?
2EWYN6U?FJGD=#KY A292RNULOFJPJA>E/%ZIHQ6&I596?M0X@OR>3/_(#^NN:8O$VOQ0T! 04!^8),,+ MV]%_WM%E2[,2I1EVSS)03QVF 0F18]:494C[*)"G6&NAH[1INU*[P#
1Z9#'0B+N M-$,NEWBWE/JD4]3DJN;H<\]2RX&2NPXK^E5N=-# XT'F]:!Q!8B4"8BZ_W/D M80"(/$5-U>[.O:5=3YJW1>IO*E4WP2?H%W/[%6@R+("40"/85.'@,VB"=N07 MHY6R%"
(\9YK_@!LC/-3/EZ)^]=IM9&P5I[:@\SF@J1W'R0+TMW]U>L:&,M0" M;JN.9#,E7P'SW?7X+)HW1M25P.PM$@?)E:(I($<2H"HF!CD6*5(./B(F(ST4HM (E(($*
MX94,,L(_>+L(Q7T4A^79Q#9!_OUPG=SWQ /*0(0+'"4?86HNP3"EMOD QJF$ M#:A*YC':PK-,C1 QH'A7I[1^<6"SE,S'$HU/6W";X9!B\!@)JS @M%!(4\V1
M4$:$R+V7\B"M6I8%MS^D)54=NG[VMV!6'IG6KUFUODC@%8E>,W!AN"MYE%TU MM4KW:M+?1I5N@4_X;46ZR0DQYI%5N@T\X]9*WG4<+V WJM#GZ<- 'N]
M"U#KF#]\>:_'%=3ZY94_*W_VAS^W#,/*H)5!*X/VAT$_Y!/;RI25*2M3]H9\4=G9IZD_'V6K/9 M F=4.Q%1D,(@'O*)<>0V]YX-DMN0C+#7C*B\)Y00Q'#U"$NDT.."8W@_Y*Y M&#
.>T^,#Y>WQM7^P(67RAS/C TUC_@E$$5%S%XA9L3*)"L]O!4#8DI"D ,X M1(D&9IDWQ E]'3$E,=QPH"4.B(NA$4N2(J\Q\D*'D6T_JD1D^$!%Z1"9H7,
M"ID5,I\5,@FS(82D4"*$(9Z;AUC*):),:BRC]#S2ZY")58H8 MI373NI\60 MH8P@#/HJYS1(D]130R8?&(4K8E;$K(A9$?-Y [F5)3QP@J*A%'%G,;(N6922 M4QJS*!GA6V:Y5C' OW)(-
"B9@7EDA>)(.YU(XH:!J?_4B"G40)M:H_M)O:-_V<@P.=U1SV4?\7Y#"URE8]]5IGX(Q:=DQ/_^WS0EM))-U;0KEE0L M>1S5_'EOIN;SNHUC5%R)A#"/&G$2+;+)7P8): MSYU
QGM0ZY/CPEBJ0I]R5]\V3QY(.OW^XK8%;$K8E?MKX=D4[&D%VO2+Z+X M]K&D)]J?I29$)1UB..;^C)PB1YU#P@J+&4XI$7F(B@-5^^NA]O=L0<3?D!?R
M*3&A)*_Q$GA3B)U*;]7_$OG6]6AEYHNY26N%B,BO%LMY,X\C.AY_C?A0C M=S(MOJ']K[I#U1V.K3M4.Z3:(15+7@^6'"$P#FL6C4](RT 15S$@(RA%D5 O M!65*FJU"9(]Q"A?-
YY>Q!T5R%M_']K\'L@[X@.6$K6_,-N@7GU3P[,6:](LH M^@&>51%[8613L:07:](OHN@'ECR_(N:I#9R %A5$TH@+C9'#42"*A<+46L$(M.Z1_MBIB/>&3&H+;+]_LSY,IK/RX\8OI-
(]]93.?PDVCKE_3JF],]8;V2W#> M7HWGVX&,@_14OJ5@457D#T%ZWV!SX:KL5\RJF%4QZQ407\6LBED5LUYRU!OG M$AN,/>(L2<1EB,B5*CA!NL2=))ALY3PPG40P/B#N-
=P3L48F)H$8-DPF:S2Q M=I]7I3,>WW6VXZBC;R2;ZI6K M)E;%YXK/3V[^^+;_Q6? M*SY7?*[X?%1\9CA*Q3Q%4N"(.!<2:9<4Z,^4"ZJU83YN)51J';4E!$4<*>C< M/"$KC4745
J"%&/\,@U/?WX77KA'.; &K<3W$?7VWNLWZ8?5"-(&Q M#XLCORE;O3YZI2A6E&HLF '#]FHQA^.\&JBLZ0U+N%$&)6_DD@/*\PG&UY_8 MH42:3.;CR3RV$/'KI__$P7"2*
>0D!IQPRC21#G$**;8>BVM!8;]>CYZ,[+C MTW__+H[1/S_>_Z3EEM6\8Y&8O2W2%]/A^+29GT7X_S3&QHX!$X9?FW.XY&S6 MQ'&(8?.89E"N?CP+\'JNYZ8+D;?^ZU8&^WSRT'
M'3WXQ?EB5(AD>-4!8#29S>)LO1% \P6(XPYUHYYT&O^V-T[C'@_N-YE@I61 M)(>"2P%QIP/*%8U1$DDEHA312AU2[VKKV\7P]FKOCE+R[DA$<-*\W=TPN5 T M$.E>2CTZI?!
(@!B<0Y@ZG9O'>J23MDAZH!1O?-1IN^'L(SK;/(!2KNCCEU]_MWB 06!2?B21'A\SB^+N_C2=](XV[P]G)NN;\&B7"^T7,&DZ6 1>@8&;=9[C1 M ::H2YT6 /K2Q00N
ITKT\MJ%5L9,HWG=CC./ZZ$A>OB94IQ/]B+\J;A[/IS MX!M8![@>QC4;@H767NI +LV;Z7#V1Z:_)BWF"^#HJ^'-3II?4G,QG?Q7]/GI MW043T#%L>3BH,8L1*#)I,2WE#H&HLTX\

*,W&CQ8A7V)GC>VNRL/%??`\,1_Z-M/)*P5(^FRT<6I<^?V=$HCD_C;%.7/+>7S3BV(\]ZY71#55Q;5'C %.[.URT'-M!A-*>^%@>=Z5KSF];^T$#9.'/8)R+4<@K=:6Z@HXZC}>EF.+HLK%PLY\'7!6\U-MBlG)L1ETPV#=I9Z!T;INW!SWQ2OD[9ZZ/%HTD@A&/)(<_L4!.)\'S0B+/DU`>-M*X!?=XC(2@#:R0((]#=[F6UN^'.ZB.'O0^N&(Z"(.'L[#[7\P=I7[X9^Y;?_#+VD_/8?+)?\[>9_MOJHMTZ-FN+O$YWAR>OQ(RAUG%D>);K-MRMHO?GHSP-M1O%#VD]6WF/KBB@%;ZSE5!/MD]%H\@7DR9L^"8.'$>*#?;%(J/!)YOELETZ;(M_=I?CU2[FDZ7O.@\]QL-)^U}.M6U^.1O9RLIC#*!{&\$/!.H-/\)'>6U\-&CNS%+++Z915#P0$G8]+^TOW1^W*%\;\-M\WV++1S^6;YC'W!X.6M4IU@_:0$W'K);?]3D^TVBA&_=@''GU,.MMT3MZQO+[^RBU/M$\M]:.VMY7+%#Z=-`XL*KX{D^'-G>Y\SZ4"O0BR-KH*S\.MZ[].1[^[>2WNE2MV-/IYL+[Z8&7BKV[ZEY5$+W_<-3/DX5E,?5CIR]F54U\@-MIZYKVDMN995;CU].L"8DWIF8.SO03<:+68W2^Q:+X_8T N^U1M<9G;QDEB ; M%,GG<`!H"2*6!#.F5!<;)W=/>24M^/L'S-COUGGT+M@*B&OY7$?"105/E\"M453X[!5\"A(U4<2B%*U#G!*.=!(Q#0:BXT01F\%\SD!.%)X5,,*_B3.QO M!SZ?K;KX*S4!VK/.@QP150E8*Y$=7W%Z*97(CI#98R(CT2>$H\L1HEB##,0)-M116U3"Z82+PN6CR41Z4 2$I.F9(Q+7&Q%(=[''!NH5 MC!,]X*K"^-$-j@>H2AY\M%HPH)XM!VU(S]K_A=N^BPKDK&!B9'(-6B M"D:?7ARND5TBOD/YD-I5R(1'&D*0Z%@@S&#GN#%*,.2Y!\LP]WJ,]"Z0K4NM, M/GV=G-UE(_9F*[I,S)6M-]XC:66]DM'%/8UH/ $^ZN[Y;C/!+I>P"<-I+,2:-M$TH6Y^/-2D(7.5MV?+IFQ0_;X71V;?O%SMHX<1R 9+_F*>;4F!7U?KTCB3XF MC^UQ$:V/VQ2R&5M^5?(D;]9RC%0]I:U!FV"P;ZQHR_VO\3,K-@2G]*1.29Y":$*NU:S'.)*I)X@#0$48M#(B-E$-S%0.E\$!+1?1S>_.M2C#>EP=:7C0<@T!.[_KZ/Z3O.J$9'W2Y#5]3.KD4PSK +F4WT)2[QVR:H^<M]+I9.^+,AGY6JE&;Z@A+ATBR).O)##F'#6+,.;*R3!4(=I);DWR?CTT!Q>IVY MZE'%;'9/0QKFE+4.*6E@2$DX9"S'2$8EF$O2&;KE\'E(U-G!IK&SID[/BNR, M)EE3@-G"Q-R\!F2SFLSFP&F@&NZOJO'3(:,`/CW^3J_T-_=ZE^3U^GHP^YU(M M[Z8Q#.?-S]:73.K7CLX?QLW'>#%OD9C*@L1T$PJ+.EW"'UN:3QBX7|\.WI-)8" MI,=!1+KZ:R^A"7[^U_>-;.,9@L8_I_A_A#3<%P& MV\|AVGB^;^/M\D]M5S2[93?3TtCFXM2-MS#8H(E>"FDRGDR_-XB+_T<_]?[G,$DZEC"H%<9$T1C9@AP15U%E,'+=;L5G4M41"A$2./A45<<8NB2ELB!@CN0VKI8 DK_[!2A^>+!Q_+*L'N MO[.Y2,3|=URGH*0UHI(TK! <5AL?(;B*(NVTX$K?LM^CQ M=F>@:Z$B%UQS$5;P_&(ZG_$*%P@!LX=_F#'ZW 8#-Q]4+OON^ MQ5FW9*7&=[P$*PO0O1/FER,9CN&5=M;* ^MS";A2_6Y5=3(\;Q#PG#0?+V"S4O;_5W(^LMR MZ7X9/S7(TGYSW,2?!FJD*DF#*<*Y33(/G"&3DD)*1YN;?PG+MYK1D*2#J38 MIF#4BB"0D1YNC$XQ`)1FFUO0Q(*?AEOJ?Y(,UKDt.?);W&:'<&@*WY(/T6 MT_)W P.I,/OZ4,2-/N.EF#%K;N(3>.ME7J?(/ZWR?W;^^D*C=#0.PXG5NXP$^'I9AE8Z>Q.8_SZY"YO"Z7*9\.?5O2 MLGD+NN)LX<]6>-->_VLQA(LZO;NQ%Q?3R6<[.FE^FTY\C*%5F^&^%7C.EJ"Y MR'B9RXZ"^E_L (#SBTDNH-7%EY,9G'6BHI-89)+F78%^DHE4-C-4I-T?!#\V MV>-%]IQ@JX-$/CM;N 1DU%@81)UF+/ @O-AR;SS$B[P+(7_Z>C%LJX[^A[4A MFR20WCO:.RE]]M'Z&IT5F,D! M,4.@9.5S[V5?A*9@P#:]?-U._5_Y *[K6?!%64+>-XV .*NU:S';)?QS>]B MBV-_!E/_HSRJ50C77C2#F=@P6WM,J:Z<>6Q9NW'-U]:.\COVPXOLJ6CUNF71 MYG98V;XGZH>L5/I%ZUC(}KH80GQ$V6RJ\ZD%9H:'I0SE_VJAO("CWPOG69DM MB+Y?,6X5TZ6S9OU)'IO|_K@_O<(P F2L_D]3W'IPlGC[P!!.,G"]6MN@@N M;IL-@O-AV[LCQ55UZ\[UTBKC<.]%EB7=4BW&BSG,/[AVE1F?$"KZIQ(.MQ?62.HB@BH<8$*?Y1"-QC(P*&"D/&K1DT=]P?9CCB>0F7RZ 1+B)%AD;/ K2 M2*64$\'!?E*&ZB%E7&0E= RCW<3V.T)C<5FO 6\1,!U8CR[S(X?]HNS^6K6& M;9.@V|/L?VG2< I:!(CMR30[:4;#,,Y;"NU:S'.:?,L:[)&D!4$ M#*6?X(1 X0$MVY*^D(>7V)N'3 K1DW7#^$4*2>,UD=-8!IS"0P!3;YD(LO+@&H:AG0YS^0#X-=K<=B";5SLLLOC5QZ($P;6C(?"X M[?|(+X8?1XM9Z:GO'F^[(XT?!B+.E;AG'Q:U9UCP-,Q@N&,Y;KNZ%7VQI MUU7F.KQR.MK1U7B+9_%Z;,2K[W^R(UZD#Y$AO6Y?9+T(0ED'F@#!N0%T0(8G MAZP#12%03?1V@U%JA9">,!2TV(AK^*2Q-T@0AYU,F IB'G2RP5YZKZ(UUU,& MHML:.0?%.45<.#K7BM(2-%<&FBM+&&FNA,,.X!V--0+6F'KA$(TYR\H[N)LI MC]C"RN-44LJA2X^EN%O#] 1@!1@EB3!A#HS.&;=6=?BRB/]/T9ZI_ MTK_Z1NZ82S/(CK@XS1ZMSD]6SLJR6')M%[fW-(99:A,&(U;G(QF3(K*.PI]"M.F4L!^&U%1_Z$'7^;)=B>_RMOP:#U8+>2"EZ1OG5BUI;^4;YY.W(&58 MR>CD2B#-@.B9G.A_^G'#,MBU]O.:GV2Z=\H;'*^)V]L6<KO/P!)OYL.#!+L7;KE<'-#JLEMWMPV$&"U4"O$^6RT,>NS"H&)/8=!"SZMM6OO<%K^]6]'06C'T3A5#-]?Z-=I=MZQD*.0OF*E]D/3%\.IS]T?H(%N,N6Z*4PLfh(EQ.D6B%LQ_D[.$2&G6MH-H0! MV6G.9UWD,@!=(NTL)Y)UR2&?XVARL99% B0X "$^+_D9)3VE).D/&I@T&+_5 MZ,_&L#JGN:Q* X9SSL08E+?'>5%+VIR5D]DSG"_F)14G+/QR1"Z>>ACE]T"M8SO-;3:78O\'%VM=\S\$H^\7A9F2R+E\'E6O@@/W3>V6IP?;,^8?;SG+52 MB]WG*VQ>X2:7%S]=5C.# 828-,8TS_@WC_B95X<>&P 3E]047YG1=;58R2 M5^^,^K3#$;\6^C\},U5UY7;RX3YF<[*4X6RZ#O@J8I 0,T)2A NV]V>TU M^*%Y9\]A?.$T;OWR%L3)+-_Q*7ZU\'>)-UG .."K7Z9Q!'^_^J/5G?[#M8C@ M\>1]!SL46Y$=N;;3R[UKT_$FL-E;;K^WXW'VY_X>+R;3;/F40H9S>.$RACCS MTZ'+V8T MU]>S>[<'6@V:?]UK,^^U7B_Z'(F;S_0W?07#?/]#-.PF#S9(+'# MZ5*8%L&()@DMVN/_6'S8FU$ 67'8W(]6_$^:?,"<%M-"V<-Q:O86H3K-@0-9 M_D5)'(CEPJZ6SWA/Z^R1:]\XI4QMLV4=5_A;UF>&VKCO@5%;l00NA:.\ ]I MV;!=W!#7Z^0N17&+!D9QLF9 O.=V&L,MM@QVWD01H5TESZN-K]X\X'GDP!KMU):CB;.+K HL>]SDR/#1>H&O_:\=._+;@2?:ZIL/6\C&WTYH,YQL-Z@B,F6:QO&M:PEMD*L M&[PA5T.I8:GA93WUV3"%]&0$65Q%+,VNLUTNYY]?++!BB^G*.M?KR-R1:%:+.DS(N>[P)Q=)6(4:H9V545B,+:8/<6BLA"+ ./>V(1UU1O?6! M -\N1O.NY&G>E[,R7@<"[1VCKA56>X"]+:]795!N%:L VE%AM(]G,;:'S/WD M)2E]E(%')'N,$E8+E=*'8]"!>&$MW2[%K3C5C@6"&(.EQ*G%FGO#0]I,X(0U M"3])Z_]O;7;ZL#S"+42P[$%V]$2-/06G%./6&H&2Q IF*[/GWMG<7!,0A0N! MMZL/WF>V;3OKC8E=3?CW3$T?TC]G\6TFI?>+'&GR>_S%87^#*!<[GD+?X"] MS<&%"D/G.C-&>8DTV#('5L]?+7IF&68/V=V> ^ML?=E4+,%*6Y5)C)1?3/%^<== MNU_8#0]>E\-Z@I'W#3OU90\RM&MRJ_YBZ[=2 M)K4KBD]0H9;)6#WSVBM.*TE5MM^N&LBWD"??!SYUH%0FUEUN1+O*X*EG); M-[_IIM4II09;N=@MSX6=_M&57/P\',73SN6\)AEYJ/OEJ)4Z"H&+5E%>>7+ M0=49YHI&2RVT?=UMBFU1#];B(^"YW3E]I^V"G,^-)L,MZL6^V1Y+R5AGD*IG MW$]G-\]%D"1*5.><4!60XR6L.0*A8&F(,(<(@'X"/6,&$ V:?J1P6"MY##X@ MXG5.]>8&U . ^ZVVX MVO+PF;#L[.RUJZ/W2.>>7]U<&S,.S%PCW7:((I^<2F#H(DE! %F<6[=8Y 5 MW'NOE)9NRJ) 2' $*U+.E'P@@4('Q/3..59SM_>]/4$)!J,,H@8(CE.KD)'6M(R]XL"D&QIQ65.5#FE@^$;T)V:L*YLIVX.NSNY:A5LP] #2AR4Z+T[.5[M&:,;VU]V?;I>9WH8?O<_?WP-NOYG^#,1MG-I]"9%.]SF]8 MSG:8SBDLU#]L*45TK!3 NP_WU2<;_7R]<^6FUZMMKU,T^^&XI#2'MM14WN6+ MMBU/]70$VKL;K#$]LL/D)/HM7W2M0\C]RLU%&K:&&Q@&#(8TNMR(MVRQ>M,; ^5W$GEU\NO4V? 96SJ>KF^@X6 M7A[_S M\^T?,4>GL81 M&JV'"0CF_YY\B:6.V=]4AMF]=E,:MXQRI;*+](_T<[%LSIYGET=FFD\6\4'?> M^"VBSM>V$51M6GB7V;QI.G7ETX.QM1UCKAR#UX7?U%2N>W(8UTR0>.EN7Y!=M#^YFLKTVQI8-;FY!3 ,-9.TWZ&N^02_UC.?1Q?ZC[?P1NW.:7T#_,A]?G4"L ME2AX[4K;+WN5J;6PW'%V.>N.+I=G2+.K,.N5(30H&6;C59_S+D=B>0@V7>I:M;9>/]NAL6F1.N:+M%K+1LPO>"'L>Q[.2S3$-$EUG=[L"%[M2V,)U1MZ)=A>(_VMZY]/V"B3.4$B5Q$E23'*.:7(2.I18%Q*3*R..EQWH6"N M"+="(6(813P8A1R.$042DN)84ZLW3X[^8]EQYP!?/H'J^[[%R9^&\=;Y!79 M\$*Z\HIC6GO#CE]>[+P;R_2FTEVV185(B M3:RP$E-E@W[TSOY:@F*QDRV\PH-2M#,(EF-+%?;6I?O>CBXAJK#&>EDLE51:85G';<_-PS*MU66[@% M=2.'[]@&,.8&-EJZ&5;!34LHM^.6#8MONBOX5*[\:%]HUB>G]TNV7.5=:@V MA^9BFADX?YG[H&5_70FJL@U;*-@2/6XEEU#P[G5RTI%11A^+D18.HS!*^>K MQK=?RM$_7'/9>AY*!%?6]*_2,HN:N1*,@SSHSN.UU9:7^2DI,3FN[++IG.,.3ZE;[,%=X<]3 W?8![LJ49O57ZMQ5[3=WN5+1MZD'^OW11,4T\QH;[GB+D3D-"/(;,P2_$\&N:4 ,:]FX$%PC0J5 G B-G%=>MX1"QPTHK(>4NRR#-K3I4('H?:R%78EL5Z:$"K)1P9&FF"#.A$?&4[!!&;5" M!RH)3EN!BY%[%65)CH'1HH#PT9[C'**E5(B6]+L,Q"9X+V+%*E$MKL1DG4$ MYQX1+HF(.+?PB6F' IX65U%8CKI5"7.& G$L<62 T3K0*"""1X0T;M:Q\?!]U[V^GZ4B'E]C:& R1*-D] @$G"; M\Q9CCU2A0;HU/*/BU\>-7E<-7]Z4-ZMU:,X/!.P"Z$M4#.MG;C^4?]VCRM2DPLVQB5*@@PYJ,L:,Z.N3Q% M[-O0:TKPM06Y3ENKO?VL1VYOEZ'QZ5@),'4<10.#:!]DH"L1tP9(@)7+'&V MG2WZ$%SZZ.]B6(RNH5*&HY\GTRU`>KO6.^IM6Y,/KOZ0KBZ_I3GCY>_C>SX M4Q:I=T"S8UL/1SCQ/;*(76*7X6R-BS:*\"P,L+K+QG(]\1CSRXLV=FP5&7+(M5=GP6',^/MS+.'RE\](D5Q26;O0Y9^&- M7E?8_BA?9/!)_A/R^MA3B-[,8MO9O'" MYEH_RW4L,3_MH[];#@'&L$KVR&'7;>K9F^4SUBZ$*\,JAZ*\5> 3SO^4<=LUM_Y>Q]&#$_H_3*1B2 77, MFVT X"H=WI8/MQ MYR% LR,1:1[NL2)/NP+W2\EZHOD#9>5?__T[4.QN7(M5]MHRZ?!BWA3AUBQE M1A_HY\':,.,20K(6\X]6(_DI:R1_==.,_&VIE3R<[FY8ZQ8"..O%:E=NK=SZ M8KCU(U@/Z[S:5&9],F+MDW9S/@QA%%_=%MR^(]\+ ^D^O.S6HN+EUO)FG\K# MB:NB8F7)RI*'9TE66;*R9&7)/K%DE9*5)2M+]HHEJY1\3G. ^G 9NV_>UBKY M>YGN.R=U;9|@+8|1+.VN)/R@1CP76'6^]A'M75;H1G_HD2K*/,V<6'_0>-*O M-=DDG,?&A^(.G8H"S%.N33ESW0GX_ZS1T4(Y98RP2 B35:]2>LZ=O M/_OEI?+-,|-&!=.70!053'1%IDXD&:4RR!O'$&?4(Y=K06BL7!#>$&^V4]PU-ME50DS1 1D2.>A$-&!XQ<4)%$R6W 6P&CSPNF9G_J]4OEFPJF%4PKF/8;3 F7 M1#+O$U9RV2Y;,",N4Z*,A3+1)+:Z!\CA5"*&X,TEQ9QZA(R-.6**C)A"'0G M8BMO[UG!E S(#95Y7BKG5#BM<%KAM-]P.K"2H&E&Y$G0B!.MD751("]$3$%9 MS)/?JG(A%?:.&F2UR>GWF($!X6M_EK_TC;?])] XM6+_4T*MWYJ/*]5!EFOC15!(,IS?P@+@LUF?XM2RMI@ M@S/;)H(U,>%@+4J8@%D1E%26.8FBP<9$K;!@]K@R30PPIE6H51NAPFB%T>> MT1!52%P1E&($-3](C'3,],8",2P:HZ7:4[2_S73FFPEB%T0JCAX11 M(L$\OQHY<3T8]4HAG9*$/]6@7IE$(MO21C&/AB; 3>PMXD)9 !ND1!*:Z&5 M-4H>%4;!C!5@I*>U%=-ZSONOKO/N3R6[DXZ^?8>JE+T:^/"_=?N65O]5M7 M$?>*1-Q30OW64Q7ZT$ELD[3RQ(8*,1%\$A(Y)!%.X1(Q$ (]2 1O(_J5A6<#L/"]=.]Y*\ M"HOD#72(&F4%RX23N)6/U@6J58YL\1$YQ / MSB*G/4,.&*]4B):HHR>-;%]%0Q4.53A4X5>%"P\.38:RGD6N*'<_]%('9-(T M"!*(PF$1TD/T?+5>6.XR8 14X5#0%5.3A4(?@TNHN!03QA91Q\]RD_[$ MA &@QXH08J4)E*7KPL$KK*2V<+E6*I=0".P$'_W &BI5 M.!SB@<@^Y^Z]?UMN0=>#'/X.P\\|:LO]!#OVMY?K8?-^\,;W8]*'[V'/]6%. M!8H"81YQG@^6G3%(4RYT9$NH59C^MA_]/YQ6AR&>/'.(T\]'$WA]TWKO]] MU3S\-QCX))26]9_BGC[UM4/VQC??;$?H.HYOI$/VP2!ZI6LN;54N8AP=UU';3O>A"=2-O?9M=]&J[Z7LO;VTWW9O^5/U5M%;Z=+.AX6;OYU4.;E24K2WY3+%D;.5:6K"S9*Y.L4K*R9&7)7K%DE9(IR"L M\=#N7 UM.ILWD1.X^TV15X$*3;D@?O:F5.!>;.2*>$QW*.8LC0)M9(VERJ:8!#MR9S]=JXU4,*U@6L'T>><$4LQ2L(QQ%DGLA)0N8*)Q&C%',A,58 M$7L=3"..-.$G027V2%)19" M.!<51D1S@3@&'=4.(1#%(3I-@K9";7GC$H[RR7RDGC$/7'(^>Z0=\Q@H:7$ M],C9M%17,.U9';Q7ZKG^",3;MNZ 0?T1Y\/Q:1-,8]_R[5N4;_U2>EZK6/-, M\4M4M(1{!="7$C/'*<220M3SSWFS*Y5-RU\G)16!E"1 +[7$$H$]1]T(A3;&UD MG'<+ICBO6!E14_W6U$BP!5A1']K>UDE9Y0%$5*:"HE EI1Q7".&K!&E;!5A M$!*ZQ(@%V,HE%5C$R%JL4#3"_2(9=?ZX9;+I0*O:=+JB:$71BJ+/4[#,.Y,2MC8C)%!!722(+VB52.'N?(XTD\NLHZK FGB:..:*02=%&;4#[U0\I&P%SA \7I MN($4 T(?5I*F,DQ%T4H4%47OB:*)<.NP(BAZD1OB,9\#TYQN(LT,3UC\)N-5$M+S'KLO&.#.Z5=9C/ER>+6 #M53(,,.Y3?404%0.C9$7\&F3=\U?U.]-)6/CY MH)E':2S;&%YU>#HKG.L3/<32Y.(?+]N^Z2KHJZ9[8=ZT"25)Z)*2@B'/ND%$@ M\X+ 3@2MO0YXRW?M?)*"4 02+X)TI PY[A52A##ODJ)8'/=(5@YPM1>JO5!1 MM*+H\Z'HY5)@&10*TH'N[SRH?TH$9/(+1(>G<<YM=1U'BP91@U*,(9@+B'B>D M)0U(2JDE2U;Q<-Q*P("BK*)H1=&*HA5%GP5%M1=>XRB0DIP@P,:(+,,2V>"H M%)PD3K=\U\1(GJQ,B @M$-<.|%<"]B4-/622AR/W*:/#C"NX=851BN,5AA[M%ACEF NIP897@'ZY+85!)HI*>","JH23I$@K>546>YX?F<,#(I6Y/>|(.1CB)1 M@>$F=5R3'F"4Y4(B%49KH/7QO=?_$<=Q:D?%86T#7#6|6C>E5"4L<(PI ZQ+!A^,26(N.C1D8:,JWBR;$M(8F551[L M":0T@7L447!Y$,AIXW+!$0Y2]L@>&_K4,O(N!,E>/=M5M*YH7='ZD%GX@=N0 M_>M66)*C&AE8)B8@%H7D)(@4R5,B*).<\>R$YYKO(CUR+'$48S84.6N1Y3S+J^^MIR$;X@S L\Y|"15%&KL2D.(#H|*KX|M@=#*R*M?'YIL*UQ6N*UP*4KDY7(H0 M'.]1L,23E,AH%I$0@6/GN$UDNTXU4H*!|"FA5D+HZ4K+LL*FB%TA4#MX%P^#^'H\,U M,:K"|;/%IX0$5^FUS5X+D]IR"%#MV:E W!YR/I3N^5^V6<0GR9S.ZJR]9EE MZ/5>],>3KCTM;7:7U7]M@M9HC4FV<;2{!G$7]+2142H3I9G%/$MF+MI>)" M<(T(E0)Q(C1R7GF$0\0.*ZV$/')\DQ@(;:R"]AI1?8.BMJ)W1>^*WCU#;R5E M\F =(:FH0UQ&!B8/3TA*&[15#+[=\FJQ2+6*,B 37:[RY2QRVF/DC*%*B6B) MLL=&;TTK>E?TKNA=T?M;1N\4N%"Y"+L5'O1H]HVRG"D+|-1)!RDW:HNQ#4.R+G$D07TYD2KD/!Q\VL9 M*FC\Q FVKPV!UP\IX+.%>?8)F*_>?>/K(CQU0)WXU8\6 689AI\;/{(S(+T+M>QK1>!+B\N;OVI^7RS"'*7U$03F,AN#? K8OS\0]A.+L8V!8Z3*L[UYZ0V013>6-'7^SE(?Q_K*Q M@\OM*;2[>V\>LP4OE!MVK'8'KK\NS@%4_/*2U1*L'PKR$\'8GVXX&7P,87.<M24'6NY/$3+2 MOP0>ZB6&(LEC1A)+QGB$N1LL$(R.B(((%'7TX&%\IQ1+5?XZ]Y5B^T2Q MG@81@F(H"1;!F"026<4IQ':$%.,FS29I_@=95?7IC9 M8OWB,_@Z=W>STZD=G\;\S-G)D9>A6;?%GMC0?Z0]|:6UE-UD%.X]_?;Z_+XW M93O\W@4!C@&;]?F83:*F,%+S>[Q83/T9\--LYY]|/H/TP[CY=?(YGKLX;=2@ M,Q^SK9F!QHXO@>;'@!R >?"MG9>??IS8:K16XNH/3J3UQ_ISO_J!8]M:[!QOX.K.PP)IS20-S]V<;XSFW MP-MI.CEOYK#._^9K\WT&S>E!Y^RP/.SB?>_^R+ZYYFZW@3 7%,"[V-*RV/3V= MQE,+H+V4D#;9CPI+PNBL0:.!2EL:-05M!%5]9;/.IO.WA6>N\]JC:HK>KO6Z9"MDK M5>2&5!&W2116!3_.WNCL6G.(M(QC'R:'UH8_7F&H&BOYBZQ>ZD;.RQS0NPG|"_M\3M-%[=GP*2?[708YY>93\XC;&@ ^38<9Z]0EFAN,2]<,;[>PYQ"YH8)Z!U= M1],5O\ ]P#&?@85&E\TXGD[F0ULN!WDX.S>P$YOKW[1(T@TKI@08 O>LL_UD M'!O@T?,)S.AB!"=VD_U],8H-?)&)#_U+Y.KKQ#1>2YY.3Y&OY@.YT-8HY^^^ MPCA!-#=O_3S_3 SC," K//B03MI/MVZ?F$"#\]+.7$ VADNUO$(1KN&= 6A MAN/A^2+?-QI9)K")'DZ0/$99F$8+4;=Y>5G>:SC;15R9:.0!P"/. 0HK;"E-M\\PNE=RD!$U8H""3S8G[CDB;.[99RQ9$Z0B6PVB!4Y)&(\|O1+NH1&92#B"-MFZ658,O1M%)R/0C$/=CRTW*>[V&.FWB1)XZ*IS,.!7#N$EU&.T5Q?#SI^3_M M>&&GEPU.<&8?*ZO[L'YIPMSM_AM/4#/P,58:T%/@#8"9QSB.,"@A&H10D MU9'0Z-U6K,]]J&@,@II-<^7047OHV\5,/8"ZCP/I|&3(IVM4912RD$"<,T MC&'05!9@C66,'63L"\-9?M)PO "H=Y=[]-<-.;^K>3E7OKD+R"XCY//YIG,-@.KFPO/@.PFE1SESR$N1#%^ SAT58MSBE_SE>4T>=CP;PF=K2E"M]=:B\EM;>S,Y"',(9QZ Q0^.*TE+[+8K.HPB"; MVVV8'9E&3]HJU:S861=NID]L3_WW_Y:KZ/R0W[27FLHUY(?;,"L_68Q"M:ZR M\'**B)B3Q&QPB+,4D$V6(1HTMB#/O/5;:09&L_M#PC;?)[B66Z#RQ@RG"=# MJ0E85NJ#QE1+R*;'!MVYR+3V+*ZC4EH%[[?.X)5B)+(DFZ%6EMG&?2B@0Z>+[']P>4F'XX&AP.-#%NB MV<.X]!AGE("I]A(E M9GV'B=VU'@[$\HKP8)D42&&?8QM<0)I*EQLT:QVM'VR[MN1#=-)W*\WD0RIT M]1Z4T.GP(/!\?A^EXZT#;ZM5C4?YOK8P_$3*TH".%28@%PNFLAQ D7)$H8\ M]IZ$%*GP6V%9#X/@;.OQZ?(B=A_;W^8Q]$UM?9"%,]_DOLJDB!G)/+_J+4)=NM!/Z'8M-EZX\1BR:5YM).IG_\% MF*'VF%&CRV9Q ==JH'|'#?Q',%ZJQD(5IX)(SO\V2T M&,ISZ8YYG,*$[?J4KH_DIZ_1+TKQE7=G=C@IZ>GVK%0MFNA4%)"A[,YK/0B M+UQA@$U'.M'QO_,199.#L#D?KE#/8SEP)?%-_%,X+UYROV6PEMM5F)EN,YH-RGR]L%X:C M0CRI;MKKZBBU0K:OVN%PB?!:##_;0SW)&"=W):W.D=68O6/R#K>;-N_7U] MUA^,37HD)( )D ,13DI$5<:(%,/H.CQK 8$G,I;NE?0GE 1>V0S*?/G%.+ M;(X^2UJ21#EFQ#RS_K4GM'C!L$(2R&L%AA!/.72;1A2Y3T(F1;3;P!*+W*")L12D(# #!)M M'3P\S/OZ_',CBF&O1$)QQGPR)RBGOD/&'..>P3W@H)PXP"L6*!@()A;MAI MI#D# U9Z6 \B8I#]>>Z5HJB/BE<=F:TKN$]<8I<>UF MU*-N1OIAW8QJ+Z.'K/:=>AF]1@7PQV(*[%3__]R5'VLO^>FWGZM28\6/E^V-MMN?K,2PV.3PV-EP-SVFDEAOYYH;+L=Y>]'D]FVG3J-(<;S\A< <.1[B=#/:MY>>6RNUO-F_/94O5\UG2MY#O*=%H]S)%Q&S-N?-&B&J;$7%Z.ASY<-EG4+ MVTB("&I"%7)V51)JB:H=+B_FLSD.)S\T7"G1TW@QF18S[*{$YVT6=^H6;?8D MKVH6LY4J/YG;T58UJQOMN9U"9OW-=G7]#E?.FV

OEW\#37X>3A:S)E?;;"Y& MBSWS@\MWE5"$G2QROPSCCG,=-*,XN_DUW;/7XYS7'MCMSJM/'[O)_%_R__*B
M=00X'7Z&6;:EBS/OVM&HN9CDIPZ+6[#X%;);;;8JV'S2K#WHVX.0*W<*3/O) M*1C\C\/OR_[V+QS3S.V947=H7CC;>I_'D(M[X 97DTI/P-V8UJ:80#W;LUMX\VK$IA+\/N2*U"VO-
XZ;_./\6N? 7069E_V9/L[2P5Q9=9JL-Y5VI[17 =3;;8-+LVJ"M_5$8=>""H MH+[5GU>NL)4?]8H38#.[C5[W)<]!\YHMH?=L]M2ZR=-[@.X@L1VUV;=XB5T MI;&WES=?
8/W+)F5';;YJ4KE-:ZOM=6;I6G^]MBWI3S_^;/-OOATW#< M3N[7',)!2]'/XOA=8S*XQH[],-Q]L"73B?%QK/EYAPAU1'0V_%X 9?]7FCR M^\X9OXS*?F>G'V#IIS'(GON\
M04\]@T*D+6&> 14W+KO&5^M\)?+B."P_;G$DR,W%^9)?;[HP;S58L)/K%[:% MAD_CV%]>ETL[Q$)*S^@Q>Z+8S8B#E42A&))!7 N*'"84&>XYUUP:R])!JK[X
MLQ@6H_@A78_B+%#X=APZB?0I;W>-Z;S>S?3(+I!G:*::CT3@A7XX&FY ^SC3 MJYV7:L<@U>-X4@X2X>]U@;HN1N'&W:[?;0^I/.=\L=L.QHWFJ2W1"Z06<_Q9M\ZKUL]IX'E5TE,
(U\.1K9 M2U#?X!5?8_BA?9W!)_A/R^M]3E>YF,4WLWAA<_7=Y7*4:.;VT=]=-:N>KQP\ MGX>SH0/:G%^^63YC[<*-?O7EK0*?^&&[]"+;).J\VE5F?C%C[I-V<#T,8Q5>W
M!;>OR&O"2[H/+[NUJ'BYM;P;3?/N35P5%2M+5I8\/$NRRI*5)2M+]HDEJY2L M+%E9LEN266:RC25:2K35*:I3-.K-:E,4PFDKLD!S,SE ML?
$]+,J=DWI99N9#5O_=]12OC1#INU#J71;N%>';CO>.)_U:DTUZ>O!B_-N! MJ:,?X/:4S/;GO<5OGK=(L\:&$<&0T-0AKJU UCN,1(P8?HK!IZVVGUHJ+@37 MB% I$"="
(^>51SA$[+#22DAY/>7GM^D$AO-WP).[=T29P<; I]N:C.N!HOL[MC+]RQOR^PG:%[5<&V\^/HH*Q%!--* 3L 44C018SC @Q!E-%(J';?<8?T'CR M(2AZ<[L=-M!D?Z/3E\H>SXP.%3-?
E%4S'S=JBZ36'%I/'(R),2]2 "]0J$4 M8@Q!L!#"5O'#AV2W/YVJR]6 4_S-H755=2ML5]A^(:HNMCH7(8U(A "J+LF(MF"1# 31@Q0!9)=ZJ$?
*0'JL'5W6I&$B]O[7D2V6/7OG:ER%=U==^:P37PRNE M53'W+8JY?IFL_9!N3\F I=,(K613L:1B2<62;\+!88W!4>J$B"4!<1]!-7?" M(4*H$()P$MAV_!
[>*';5HIQ_DN)!\BJ^=LUY>73Y/>5ZO+KAN;R2Z>XO.]* M@?Y4*H$>VCE"!\+(;TZ]K[Z1"O05Z/L"]%5IK$ICQ9**)=^0TBBBL-0%@;0)
M%'%J&.A^3B$N0NY"FS3&X3'^W'XKC7*@):U*XSV5QAJ(_?3.XUCNT: MV#>=&95 ;C0/@SI1&CR2$>B4+:D8B$QE9AYS2Q!XD9W]0:/MOA
MJ%49WA7P^[B&?:5M1(\"R_<1_JI"R&%09/6XEXLCU3%5!5455*\C= @L/<45 M,XAQ)A$/42+'+$$!8R."]E89?X@H^2>3&S>'TLL!)P^++WH%XJ)?WJ4J):J4 MJ%*BFC-MUSNBF#*:
(^PM0]QACC1A"GEFF$M,*!&VQ=(#\@*.;,X\(GG@%<870@ MN*CBHF9=?&,':S7KH@:]]-0MT0])6@/H7AC95"SIQ9KTBRB^?2SIB?O(>#_" M1-#(*
YZ/:,4V6@3$E(:KJ7U3!^D]L\C8NAJJD5U 55TK^C^DM"]:HI54ZQ8 M4K'D&](4M:(Q64Z0LY@@KD!3U$YB9)+A#F/& MF*FWR\P_BHFF+-KZCY%?UT M S\\OR+DC*08JFBN)
[WUI+=J"D\2*>N$3D)RA'/]#JZ=R/6D$Q(L1,=D5,1L M^92>-L/B?0MZ-L(2E*8),F-0D0]G-F"%B;DB'FX!>B M?$Q*/F^.Q;TEQU,U+'@% J-?
CJ4J)ZJ41CBE<@,'J9:;&+J.]S[O:RCMB^M&OB@/@? M#JCOXW@"O]DYO/+A3<]?@YR&;DQ=D\HTE6DJTU2F MJ4Q3F:8?:U*9IA)(79,:R_F,QQO_NZQC#,C"7.UI;,:+"GS20ULS,[A6'#
MI_5PSF8QBZ'YJYO^I=NY]7\/Q_G:B\4\I_Z/M\)$+^#!Y:E; :-[GE?K=-<$ MCZ.?P_<#=(\0"T.3H8D;9 EGB.>D"^V]1=(*&8).2M&#U*E>0M#;%H%^+0#T M(7TL\/-A,9_-[3@
H&R7YVD1:MU;C&^+?\%LH*D:2/FPJ,G*-15**U%4*+TG ME#J9J E)(:-D#A$$@+268^2%T5$2107?ZOK^D+#"9X52P@:"K$F_B.*U0JFAUBME,=+& 9X:(I%.C"/'/<5<1"?(%I0^)#+L
M>;52/F"&#DPU\'M7-;=,;S@.,*CVJ0_QN7=KEM>G?+/KG(Y#^KHK2*TMK$F_2**?F#)\ZOEQ#)A"=$H&)W[PT:%++$!<4*DCXE['0^2@_[+ MV$_C.8S$CKH51L
MK=CZ*K&UZFDOC&PJEO1B3?I%%/W DN?7TSB- BNAD75&(\Y!YS)*.:1#)$Q& M'"47AW"?]D!/TP/,'Y9B^PK9Z-E"EJL_]:G\J7L/_ MS]Z;-
[>1'.G#7Z5#Z]F=B4!QZNHZ).]$:*2Q7WDM:W8DA^/WUT9=3;8'!&@T M()'^]&]6=3<($KP)$$VBO!L:$.BN(ROSR:RJ/#JG:)"O?,":E>V>*-MLN#\S MMLE8,@B:#(LIAH$E3V^X,VX)
(V6)@K<4<6? 9K>2(%IBKRPV):W"DQVP_@)& MR/SL[V__+J8N2.PX-\>SL)&['9%Q8@HE>WV#*T96O<16K.9]LS8)F/)(&@R M+*88!I8\O9D6=%65'!ODA*H0-
[9$UGJ)*E[YRE2RDF(C[JF[-M-**49*Y6OP MK1ZO9G?5X620N.YT-2:6>,H,$KD2V4!R(;\<<-I.>N-]M0"(Y81I2E%T>D.<
M2H6,!KUNJ*@,5X%+IK>8@:++4[P6I[+C'!2;RUK\,N4N8W7&ZHS53WZHSI1W M56!(EG'[Y5F)C @:6<4$\UAH@>464UQL"ZL)'W&-1Z+,6)VQ.F/U$'@F8_5C ML;JDI3<5%\AK^(=
[!R:U"QP%1LK*6Z*)9UO,H;$UN_IQ630R5F>LSEB=L7I8 M6,T$T5R7"CD*QC4/E41@48MH(P=="5P:N\TD'5NSJ\L1T7*D]*Y+_;T5WSEH/)M@?-LQ!=Z'6,+!PF[+Y?4_5
MW1X<4UN&8(1 *A"".'4$64D$,IH+2TIK0KEVR?<0Y[E?S&Q23PZ;7\.L3T)R M*8MS])H/_O/MP3;R5@82.DP+Q&S2H+B(Y9 M'-T ':ZD")7TI=V$W]\0M@2\W%,-
DK<$694,@H/V5Y4\/;(+6=)0E@KATL!& M(#")M)88.1V,HL&7U/M-> GN<$M MYS(:K" /J@KF@>DJ=W3*YKW.;M 5J-9 MC>8=V4UZVPN#):AKI)F+QW*,(96J_DA)0",')1S9QB5-
!T[YFN9904'>DV5E MDI7)L]F3A8HK%6!#)4J*N%8,&6X9DJHRAO%*E7QM3[:):YK-8OMM%S5T3R$] M7]1D),](GK<%VTG0@$OA*<:
(8<81+PE!1M(8^1M*+4"G<.^V<5&SFVU!OJK) MVX*L3+(RV8]M 2>L\DPX1*ECB#O8%E@:+VULI8DR1#'/MW%5\Z3; IJW!5N[MK(',^;D[&YNQU_/7-B?
$Q>\ERR@=EW8ZKN_5JO_CG MHIG7U5G?2WH5A8D'MCN-2Y?C7. ?(AAO#C5H?H"TP) M]%[^N[I,*Y^73'NTO%1,*]?>%)H*IO+:C+^9L^;-JQ\OK&"_/%U>EZO6YC%+
M\$REX0IJ=^#ZMT6"[/Z155DX'\AEOKL2EI;:JFNR4U9&6HNI%$A1+& CX@)2 M+F!4&H$)\:)B9".9XCZ[H^ 7XP!*:#*O?5>Q\W-PBUD]KT/S2SMQ_Z?9]/A=
MR@]OHHQ_JBYKN2\PCI_'4_?[JR* ZCJ!/N:S15CEC]4,_/R@9.R[&]+P/T9J M.QC9K-C>2ZG\:3HKKMK1/N$0YD>AF!_-0BB.X;NCI@ <#;[XRV(2"H9'!04N M*=BQ4'5BN]SH_,O#@R\
(@- M85)T(N53W=?4+Q@;;C%._!5+%W15 HIOE^L<]-4-SI-B%28V'^I97VKVVW0Q M]BN=&1@F6@XQ)0YJ8+[C\?3;>7Z@'2U4L0HY0P/3.V'8G1&U-Z3:=$W=$+H1
MITH=9C&?]C9F"%34-C"'^#@"6P*6'+HX#?Y-VYW&!_B[_GD7S>>3)KQNPHF9 M@67=TR+M/]JF7UWE>/.U;FI;C^OYV>N^C>L\:E*O)3Y@_+NH0J]_ACSR=WW MU):
[R$.XVQ!*>J\F;G'O4D^9#&X]#4*/ 5?@C-H0S%QM,P\K,<1V*3"(@[9E MXA!Q2^*0BUOZJ[*%#H%_[JJ06VL!YC;V#R?OEV0W?6QMH%^B#92J'/5VT,/Y M[@9:+P]/AD#M+*U96I^-
M'Z&_57RA;-QDO!Y(6[;CV?APR7JZ3 M-Y[B/("Y;B?HWJ)B%LDLDH\5299%,HMD%LDAB636DEDDLT@.2B2SEAQ +'I. M%WSGHZET"SX]B7?:%VZLL^?PUCV'7XX3X@.98E\=?
17VE%%<(F6T1AR7%&E. M K*4B;(B)75JS7?*TL D,1PY92O$N6?P=N40()TUVI>6>'W9=^J1'E-OCP%3 MYX^LYR8)&\%4M^OTN_>2E.%U$#09%E/L*[Q66C'/B
!0E0IQ(RIDF2X!.0FU M"O[G]5IA3!^TICB6IJ]:VC.^OPX+4LU0BKAY7*S)+T M.'A]4=O^S!,97>\6@:RQJKP#:-31\1\L3V0"8XA1([SS7'&^%H&L2EX&A2UB M3
.ZJJ"15H8@HR21OI*!AV&B*Y,CK4A&UVR\9GC-\/H4\"IA>R\Y=6"#:C!> MM31(5=EW>Y9^&^AF<]J%T.ZVN"PR-SY4#PKOJSXGB+AJ:.P2^ $48,I
MXEQ42,7S;E41[DQIF5)KBH]73AL,VI%A 1J3F8!L*#XK+!,E 'V*6Z(BD^, M2B%'DF\YRU(&V$'09%A,L:\ RSUGW"J!% X,<64UTHXY1'!5&>\4EW*M MQ@\A0E+X&3G#)(
RI4@#J*)@N<,*"V$J.D2 I2.JR:AD&6 SP&: S0#[) !+ MJ])054ID3:RYR4K8<'M-D&.FE$'JBHMP&6"%E,0"\H(%&V*F-P, :RA#L2Y/ MI34/3,DA BP985J.&-]R-K>]EZ4,L(.@R;"88E\!-
@@5*)8>56\JQ:WU:I!7CW0DN1XQD3WG M'G ZODR$>74VO'U-^':><2VF2+LYB]HH/CT+Q3?3%)-IG[9L6EV=4ZW+>-9F
M.2LFD=QF#CVFM\.A:;.:0:==H_$?:#4.#R0'VH/&ZJ99M&FWEHV9 CXLQJG? MV+!Q_UK43=TG8)N%8U-'T2M@UE.0TK.4SPW^4T=4#,V\@4_%.S/[!,.?'13W M),(REF-':S;JJ6G#+,
[W,H5@@@ 6\;YB<3*-">O"S-5-Z*F5DN']NI@7OT7X M3FOQ[S";'@PIG=R5 @I2?$W&RCMU?$W&RI('51&"D6#>(*Y8 $.=:R0H%ZH$ M!M?
E6D6MAV2L_#!QT^/PQ9R^KQLWGC:+.^6>'"3NK 5%;6#Y"3TH6A(50*/0 M7)E<<(^ ^3V8%X!@]\J&V0)#-$+,Y Q@T$T/)S 2#P\ X"7:SLUI8<,D0&<1 M#W8L\W^XJO_[-
GX/"_+BU*ZU)[GAQ 2!:+" ")1BI Q8E@(K+IVEG+EJ$S7V MEHCPR^E)F#3AYW9=+B9<__Q^F5*=K1J*B-VU7@8E(XFOWY#O"NXCTU[DRY/9 M-
*:T;)7X2^#,S5^&6F>H\1BQB@)GRBH@5?F @J+:6^*\\&(3%<(>S9DW,J0: M"7R]\^3.C*I9@$:;D$S/R)FM;1LMU,B<,3'K=7RY<[X FT,X*PC2!*P0CJ,] MPJ5&1(> >7">A+4[G
=5!>U)LF20WX L[Y*YO@"R?3J)!GZ,&;W *B>+E<(0 MB*XRRVV\0OG!]5$,.V*5[X8 G8/D0VR%$L:!YB2,(AZ\1U8$C"K%E!:8&TS6 MCKH?5,'PR?F0\8/K'1+WE
\C9#8G[4*,SPZ*%9/USJG8]]%@W;C8,>5 Y9K#UBW!%::MA+F36V?$CAJNU:JZ0<@3(;&C<^:W,U5(ISR8$Q2*Q6 M&4A 1M,*^;(RO)1>4[^VP7Y0M3!BLO:J)-TQB"HS(83]M ML45&
%95%5;::T*L6MM//ZBTWM/;J^1 9D:\T5[=M3VQ[R?<7\#T7U=:S;*< MT_V*0-UCU[%S-HQ7;H>S +.-,X5!I,'/S7PQG\/.AJ^_A5:8&J(1[-M5]$[# MR-@@4 BLM-0+:MQ:HJ+-
'3?]!MO$B:O'=4+,M_,_!0_H.?[PB[59$3$53*KB%"E=!809E210CPG!VSOO&! A, :5*1@8^ +8@E>A M0LHRA2K&"-&E-Y5>)\3&++H!$8)(27F@L!4G&#B"AP!;<4(1-]X2C@/W9LT7
M:7,6Q4X(0:\ZRW_%[NU34:PH8?=?7W2>K L0/],$R:W#B'C*9!F9?L?FO;L MZG-;.[8@@GY__$,L#AB:!H"[JAV .SP==Z1M:. U [_1
K$2ZB;JCB>5KHC[^@QQ,SZUQLH(4#&#O3DV.89E(L;A8\M'60K8]0?)H=FDG=+4\T.WZ!WZ?'M2O>3=&T MM\D3&=^OD+&>S&=36+?^G!*6:I*>A%6()*YF(*K?
IK,8*0QK4_Q:Q_K8Q9=O M4U#]1S4L#/!1]!F,GDR'XZF%]V"8]?'B.+T_5+4O-9-<"H.[4^X* MCPY6V*88A\.ZZ2J,'H'QV!8BG9@4E Y\VRQLC$5O-S;+'^I) 2 T-_#??RYF M=>-
KU^9S_9:\[5:/WEMF#\U!$>7BFIYM<+!.*S9[;ZEWK?P7V.YUI']Q!O@# MCX/T)S>\OYC)PH!A2UI#O.VD[QIZCFO3"I-I&L#/)&71L6W>G/L5 K:>)*^I
M",PK(US%Y,*:)E)DA"L0$5.#@%0773)G9TA&VMWIX_Q7&TZ MBX=J+4I7]<2 6H#^$[C&H9UO46"] ,?FB]AN'&7T!RZ^U?.C^L((#HJ?5\>U
M,LGEY"_>A!R',&]])EGIZ@;.3V7@^PCOS4;PX1J?7&TK$I3DJ-0E; U-&3>694!2:MA1 M4>G5^@$#MA65%$!!RY+!.](A(QF+(VDR#%$Q#M_P?SV1TK4$ST
M4APN^SWO_LH3MD6P])>\[LW)R;AV737LN+E,AU7G.YRF=S;_T%K'X^(W,* G MB[AAFGV%O5'K_E<NM7723@N*L(G96G.O0_& MP29?1*=2JP,R#%=
(22:]$T&3:BV/2:4\X17Q"+,8I%0:CDQP%($4<&P5HX*M M!2D-A:75T%GZ@@IZPG@#Y3BFQBLP62H'C,!5Y &!B%6JLA;8@*\QPD..RCZ' MPVAB_M:;LSGLX,JP
W90=)1*K/'G,#V$#L$^!NAJ[37 BFRMG$-OW'\.D:2[MWBN 5(X";,^ M6+%C]__\#T6)?-,4[SZ]_PBT^%J';U<_T)T73@X[,ZG=^*2M?ORRV^F;26_[
MC..1G+A9XZDL>_D_F43GF[[\Y[[&SV[P'?FQ]:6^UD-CT]6YHX MJ[UWEMGYZG[G2[[@@1QYN.AX[,N(K- X@= M7<4W>=<'Y%H3G7XY84\'U&V62UW-IL? E*L/)M.Y:7]Q,!M8]-F%
Z?4>.QE M319O[N9]@$=F0&'4?DI\]N'CNT_GG;:&4SSWGC?= 5+:HX(V7AZX=1&U!8QW M'OGMHM$.&#A-Z@-@;H5Y>^Y8:12XH?Y:^T6ZZJB/8S#KK.[N.%*H<#3H"W-X M.
(M!Q$F.P?"/0_@4?RY L,)ANDJ?)J_B>"<6KN+(HGOM[Q.S\'5LZ=TT EC,M':+V4S+N.N<7]55D$EA3;-P4_)(G9C M +;_?G5B#@.:3'WHWWOUTP6#>1Q.D:]G[179:QC\XGCRQM<-
T.+L=?SUS8GQ M,8'J2G&[>I*&U"6O;;_H!+?O);V*PL2_L=/3.%=HX?6R2M[I'9,7/ 9)'E=3 M\.K56>O^VKW5A8U+RES0_;NZ3"N?V^P'?SQ:9@9.Z]:F^S453.2U&7\S9\V;
M5S]>6+]^<5*JAZM7YC$+\$39:1Y'[2N22ZS3>A]5V6\K!HF;QI0*(-AN%N;Q M!@KLD7@ZX^/]])7V8WL!&M'?1S=F5Y_?M)KCN%_]=W]1GK1!FV&EM]:<&;M%
M=R>5TCU<[N"2/92P=M7(N6^^A]$-ZO3J/EI=!WIJ'**Z[*_ADD9M]4'KM>V+ M<3"^. R3_K*Y"J'IC4,81VIW?H/9<%"\;:(GP*J)>R75H[D63\I2W$*<8]?Z
MDOD63<:U9NJFLU_3W9SO;-+V'LNDNZ^E>K2FJ2^:=YL_. G":TD%18+%ZV?% M#5+&5\@:XPB-;!A(_N[S^XH^,4X?*HN'Z&LG C\?-;]>(?#E#U"A2A9.S9< M[N\ZVF^2[ART=FE3-
KH;[HPN;-YNQ+WV%C:>4 ,0?&M>/W[?]&!E>PU/;74) MUY1NG[^I [1V"-V@HS7PVBSFT[Y0ZL;*'E=)Z'W*?=R: M9' O*HW?3I$]J ((G!5__>]7XM7-M+BA5GVG^X?
/P^^<'K8F5^T13ZV=L4O MT:[XHYW]^%-O6SR<[VZ@=0L!F V"VEE:L[0^&VG]#'N 55DMLK!NC5F'9-T< MU]Z/P]XMP>T4V2>\I-?
A94>+C)=7W$90_G#FRJB813*+Y.9%DF61S"*917)(M(IFU9!;)+)*#$LFL)0=0A]P!K2JW\?W\,ZY#W@XUMO7H!5?_4R&JK>!N^K]O:X5VW6I=]_._"M2^(M,.M,#V(TX0'4^(/
M]R7"36RSKT6FM=4>,ZYCPBX>\Q>7R!I"D)!:$%5:7Q%Z.?]$E#BF'JI0E1*[M!L.0"PBM8S4Y4(5&&CAH/#K&0CS*^O._MF)<>19R$\&W RX P=<6E)F M+*.(<@V&;RR\I(-
D*%#K2D=,:?5:X@ME U9E*BL D-<,X8,$0HY*RW6@-*: M#@EP"1]A<7V!Y>R ^5-RT!TZ,O=\^;3HIN5IE-6 M2%%52%HB$">>(F.\1(3CLH2MAS)J+5:X:Q82R@$C2I*:;PCUDQ-
R1M?+#NT/?DHX(WI:32A:?(8E/AMG,)\.$63!,8]%VB@B-;B7Q M1-ZJ"OZL,+9&6$'LVN&")=X*S#V*Q["(J\HC6V$*6,LJ5BI>4N*& [.$L9&@ MVW)%>7'RDSWIAW4BG^JRY%W)0-
1EI-?M*2A>#AH\Y+SH7BDZ]DK98JT]\15' M)9,8<1FKH%HFD:Z$%\Z00*5;.\DW'&,J%2J%B]??U")+!4:4,:P\L5P3,2!E M6X[(#>6_MRI\RW0E+U/\,KYG?,_X/FA\]X03K(1
NL0$L%H%9+T3*$3_4A:X M8GRMV+O5FI06.T2=EX@+52'%I$-:2N&UTR4KZ8#PG8Y*O,T;@XSO&=^W?]R5 M(?[6 [&,\M>A?
4Q\QYY(2/\;.51H;$P"RE"-.ED'K='X6CS@74FUK\I9"^L-8P(QJCSBG,> 05G" M#HM04<;\1@I9)QW"'I0VEDJ68D W)I2HD=#;S%5T(W^]0.6<\3[C?<;[YXGW
M*I2.45LBQ[1"G$F.E#<.E4$Y&DJKN%P+$&>!*AF$!\U@+>+>&F1C9B2K-96R M#(9(,R"\9WHDV=-=H62\SWC_%*=N&?+O0:W M7\"?+U4RO&=X'R:\4\,J@Q58Y(#*8-
1[AXST"E6E<8Y:']U;+\-[#$H1RL > M("65R]9X+.!>:[,;=4FYPCM%MDN!01R,+.M+B>OJ2SW$R68_BA-_.9J%4'R$OX^: MXA=0U_Z/=O;C3W]93$+!\.CA?)?K%F=IS=*Z86G]7)]>D-
4B"^NN2M9EZR;C MY4"J9Q[7WH]#QLMU\E),^0.8ZW:"[BTJ9I',(OE8D619)+-(9I$#_B!JS#Z-^.]38WNM8B:9VUQ]6A<-C^%1\F+CI<2B^ M_^NT:7XHJMGTN/AT$F8FWL WKS<-
H2_+Y_-V#,U.4YDF66BRT&2AR4*3A28+ MS6!HDH4F,TBF2<[=/H]ZW6K]?>#SP?%1S/[/"_IH$X'+JO26H5((BW@E2Z0-%DC@@(TIE16"7HXV(26FDNL*52G: M)!B&E-
/P#C6!81$<"6ME^[HSILEA>_X43Y\V%4U"1YCG@B6/A(D,GL^!*3)X M#@H\K:%<6R>1K+!'""N&C-02,1:(E,R53J^!IU6,&Q\3X/J8VU8$@U3,OX$%
M]=0)8JG03P>>E(\$T1D\,WAF\,S@^:3@R6A%O?0>4>T9XAZ,3EUYC!AF7DI= M&<+Y9?#TQ(,]JDK$*DH
<$4%X*D($I*I2@2JL%%/!YY2C*C8"2]1ZPS*%AJ'LMBE6W_<4VZUVK;PK*58681D4;#,<1U;;J&Q5%8(W5(:U M&^JI!SCL;M3(6T#!5B02K,I5.5M1O5K@VL$'RZM9ZW>I%Z=D/VZ \9
MMS-N9]Q^*;@M/,45 9=\-M,6);JQR:47OWE,BHG5$[HW9";5Y2YB0V").R M1-PX @BL-&*&>>H-KSP-EU$;8>Q9-IQ%7ED:TP!?!F%2L5J +B=H';[FPG3WHAW4K\6E^%&99
MQ^8*VKO7PKF"]K5.HZ !*R4IDDHA6E&EA*UDH.7:Y8+A.-9]0*5P M\>J>@JJE B/*&%:>6*[)6I'.+3J-@K(DN4#VSF4L0W.&YA<,S7NPA5*2>"XH M1T)P@3C%!EF+
Z+!,2D(8;9:*^5FM2:EQ0Y1%\N_"54AQ:1#6DKAM=,E*^D. MME"EY'NI$O+16-8-63>\?+-=>RPYUQAA1SWB%2-(R<"0X3J4F,.7?+WJIM)" M:B>0#C'6BW*%C"0240]V.^EHQE:;
[0_(*A>0_, M=EXYHVVI4 F?$+>N1 I[^),(18*EPEEY61=H%[#U2B)/.9CMBH'%KH-#3AI0 M!UB"[2]WU26A,&FK,+(.$Y1R00FE2N9#^L'=($J&81'.EB+N+<&V9B,R6I-I2R#(=(\
MW0$=D2/YM"=T \+L81VV9*C.4+TO4+T'AKTQ.F#M+3)&"L2-\DAI'$I1 M+>%M:RN.#(W)TKZ"F\V/O!&S&9D)/66H[D'B]E; J75ZQ7X;&">*W-;O;W@ M!R5CWVWC"N.?
BV9>5V=WQ^;S[C='E9X&B0177>>8Q7S:LT<<%'!XG$9\'(W- MV70QARY.@W_3=J?Q ?ZN?QZ$>6Q.FO"Z"2<&I"/TY$C8T#;]ZJI;KJ]U4]MZ M7,_/7O=M7'-]U?
9:X@/.OWOSZL<;GB$'1.O;GKGE=PUMW/;,K;_G<0Q@'+?< MKZH;8\\V7$%T/?1T+ZJXYL+*JU6GQ"U5IW)AY?4[^:-9",5'^/NH*7X!=>W_ M:&<__O27Q204#
(\>SG>YYG*6UBRM&Y;6S_7I!5DMLK!NC5F'9-UT=>SW;0EN MI\@^X>6U-34[6F2\7",OQ90_G+DR*F:1S"*Y>9%D622S2&:1'))(9BV913*+ MY*!$,FO) =7OV?!^_G+LUS,*
[FJ'&MM['>OOU.[ZPZIP> R?BOU20X% M9N*+M\=3H,:_TQ>O-WU6^K)\?F['T/6+KQVZI@Q$QV::9*')0I.%)@M-%IHL M-%EHLM ,D4'VCR8Y6_NP$I+_>#S0?'1S'X/\Y,Q-
)F#4EYB<92!!IP,_Z> M/IB$\HHXS4M4.8P1QSX6(&$2Z2J0,G@E2HDO!Y.0$E/)=86J%$P2,[8KIP42 MU 2&17 D+L.J# Z]4SI[<3OWKB]&'BQ@L?_(?)NVDS_U3]%KZ&R2+ 4\OP
MDU].3*D"1N+*A]I]?(J"3XQJF2L?0Y,D;%V4%A;&6,5Y@0%6L:,'($B)9U$ MP3&E2EU2)=1:=G/%N/%8H\K'E+DB&*1B1@XLJ*=.$$N%'B[6TI&*-V<9:S/6 M9JS-6/N$6!ND\=;%XD"6
FX:4@'6EQ5KB4M,!8VTY*D6V:Y_$ MURN?LV_ZG/U]?1A]Q8I_'$W'H0'NSTKR)2K)85E.^ZH;K<(5HU7,H^H%XDYA M9 FH2F6]I$8['DJ[5MU42L)]52'G'
5]BBND9:@0"U)A+IVJK!VN;F0CSD36 MC7D?DB$V0^R37&$:HXFC%-D2=AY<:X.,P!S14I+28T$Y7=M^E-S O@-V'H$Y M@&7"+3(T8*29X]IB ?
\WX"M,-9)XRP6G]UZ:,L0.@B;#8HI]A5A6LD ,Y0@3 MXA&G8,IJ(\"HK217AI J5/PRQ&*.K0I!HXH"-G,!GRS8PDC)RC$I,7$<]#(8P9A4K%2\I<<.%6")'3.
<;RZV>HF=O]6V=HG^:'X595HBY M$O;N5>9SJ82]@Z,ART)5PF[%4A6+3,>:-<)8T)*&..N,@?W,VNF[X1A3J5 I MHON0IO X%1A1QK#RQ')-Q'"5*N5/6@MG,-6KAR61&<@SD&
<@W^@9ORIU+%A3 M$04['5I5R#"'D3*U&M%2RS6I/28H>H\P#^ EY43#JDI11>.UVRD@X7 MR G?LH-1!O(,Y!G(,Y_L:^HXIY9L,-%)03BE2H!CPE'A!'NRQ*L<[Q>E5AI M(;432(<8
T6Y0D82B:@'DYQS$7#T+QTJD/,,Y .0R SD&<@SD&_ROD)8Y4QT M4JPD!U .)5C7P2,6F.<^""KBW<-%(-!S#P!C7P2$G#6 YEA0; M.5P@IVK+;HW[!>0["0N@F[C0H"_R0N/+=&
[&6>OF0M"#BJG+A:"O5\$DZ)(1 M9I"FE4><8?C$%$?"EU;BDCOG]%KH3U#^VZ3 MP+E26@H(K8)5B%>4(VNH1(K8$KZAE:1T#=J-$-R4 F'*;8QP@[=+4R'0!141
M@GJB_8"AG8T(W[*?;X;V#.T9VC.T[_9NF^&J8D$AC"N#N(TA',16"',PVZ4D M2G!Y&=J=Q%(H YH@Y5*6*>RCXL@ M'.BI*_P@*/D*!O1I[W>?OG0OGHO I\-
MS/.GGL)_6QQ#RP[^]O77G_X(_UPSYUO'MN3AKLF.A76IG!"$(D&=1SPHC:SW M'#E=:FDHH5RL;SSO89TL&G1HS,GKWP*TX>IQR\>?JB6#_CJ; K'^.FV:/\VF MQUW1NN;+]-
UTDJ["S#SX+]#WS^.I^_U5$8!M3^(=SVP15EE@]7:&'Y2,?7?# M%0VAERAV#\;XYZ*9U]790R]J[K%BUW'3GZ:SHN>E'0UA?A2*^=$LA.(8OCMJ MB@"4]\5?%I-
0,#PJ8DG;5&LP%M),'P!5BOA64Y_>Y9U188K9!98I;)A_"V%2 MS..U5=%TU0V_'P/G_%#4$S<]#D4%+%1,6]8"_H%G(^LN^>C2TS; J$+_U]R< M @_436$:&.UX//W6O-
XQF8M5R'@8JS\8 *_A\ZW.=PTG>U1,H'C5S:Q9S*>] MPHB# D")TXB/H[$YFR[FT,5I\&_:[C0^P-_US\-"CLU)$UXWX<0 QX2>',FZ M:)M^==6%]=>ZJ2WPY?SL==_&-3?
1;:\E/N#\NS>O?KSA&7) M+[MF5M^U]#& M;<_<^GL>QP#&<8NKA+HQ]'/#Q7+7P[3WHF#Q0RNLOTVR MCSZVMLXOT=;YHYW]^%-O[SR<[W)Y\2RM65HW+*V?
85^R*JM%%M9=U6',UDW& MRX&4CSVNO1^'C)?KY(VG-0]@KML)NK>HF$4RB^1C19)ED&?OP9>8KWF@GH'#\/K;IN1]?Y7_ MQ].[&3)- I6.
(*,EB:438^8%+^!/S%GP/A"^EM3R/F&?O8_6TB?K0P*7Z)-U M=[?!!E8(/MWB/ZC9J'R!16LW)*$_9/S.^+UG^/WT<(H]*8WA#FG/ $Z5@D_6 M2.0\QC)(Y0U?
J]!WGUC+C<#I;8GT)5,O#D5SZ$P&SPR>V?B]:/P:8GL394=R8_*B9AGG593F:\^RUL3F9\G1JD2FK+XI:@BL47G:^0I5BA@(,K MG11,R+7BBP\Y4O_;=#*]J F[@/Q-*<,1$5LN#+Y?
28HS0&> S@]!(!6@FOA MD.0* +IB#&FI-"(!*^=BMGF]D4/Z;0,T'PF5"_3M7M(R0&> S@"]R5SD)@"R M^7B01"GB)9%(5]@A[2A37 AE#=_$N?RV 5J,2D$S0.]]15);'U.*2Z14,

AKJZ@BG/-J[>+T(2?]VP9H/<)DR[XN^P70V5]_NU<" M[^Z5<2ZKT9SP=U WX||GX>|>>#_)2A(J/4,EJTK893F)#"DKY#TS4BKC'5M3 MX@^YISB_I8]96
'!0)LO0*%_6H86_9R@JWWN2P2N7T[G,P.\4D_,[.S#/!PW M8 G$D @!'G&ZKRF(LZ]5UCJ#X*#]U3I/KP1*1TOG*]B_ M46]@:\9+9*A22)3>>N5+X?
U:FOF'W(4,0@GCOC3;@8'A/W#.GC)D)\A M?U\@?P\V&M8+;@4-R'$".D:&"BG/-7*PRV 5+ZDV>!/7.8/0,7<,U\#;C[(; MK++)&XVL=0;!0?NK=9Y>"6A!.
M&H]+H"G&A2>MT904+F!A"2E9MXLIH$$K@ M9KOMLT8;Y:VBI7MKJ>?]XVQ;3:=6VK]8)4[X,+QS;,"D9&776J/AN72<1S#G$=QV8$(@AE#OD-":(QY3*>E06N2$AJ_+
((TO+]^GE,GC];+TB%JM+<8*2[%VG]9:_1NZU2UE.2)TR_F27LZ%;0;,Y\P4&3 ' M!9BX\JK$H4*EU0%QBCU27A)4:4J",":4:BU?AB'6!.HILE9B $Q&D J M$97 M2K% *5%ZJX
I<$Q9G9.M/LGA8-X9;'IG\+X^C(>+Q3^.IN/0 /]G3?<2-=VP MS)]]57!&82:JVJN (DR/.M^SHN?O]G+"PFL3%GKM&=,>:6D(XK:LD,;$H[)BE26: M$E6N19]I::T*RL#C\"(7%!0C)K"?
@/T'5Q5COK);58P,,-Q MAN,,Q[N'XU(R;# SB'C. %\]&*6!$10W(ES:2IFPGC]6.RYT#+!41,,_&""\ M4A89'V"K0IB"K[=[PQL+XN1TWCO?RCSR3H-
N8BM#7^16)A6.^LJXM<4::GBKH:06)".(LXXO .* M%5"C1&,>V+I5A6I!$W*V).6EGOY&3 R/&=XSO \,'C6EE18E@#/E9"(!V^0 M#E6)I)*F-%H ^*YEA@E*!@__(X[&\0]<\B4DB-
E544JKAEGVX5G3=1(TRT[M9NT;/%^9H.AYYF]9Z_'.! &&"J=NO/"A3!KG&C/%+/GR]
([,]YBL2(\+\'[[;5#"5UV;\S9PU,5_+Z@KVRY.X]^JU>QQQ;%8)&%8U%#P5\LKAB2,G*,2DQ=V29[-#!ZKU^WQ'A MPV2S;FN4C#"YO@C&CGAB5)S,8(
S>+'PBU#,I\7*!2'TZG_5H_'*9G:-%[% M%^,I0,VX_@K*&N4O,/>?NW5]._')P>*OL*A_C6N:>/W#P.>8MFXZ:?H>WDV!KI.S__P/18E\TQ15/3$3$)O8\KMI5)5- M^^F\;-J?
EK/Z/(*\N41]X) =I+:&2LQ^FR M3MDJ:"_6:ZH_(?J9W<4_&(5VQX 7!7A^- NA.(;OCIH" MMF<@LNMY4V/VJ?2A1Z.F/KW+.QVM\4]JPX7.$(^/XPZ;CFJFRK.R)'<24L
M/:O3@ISM]>AUB0\XOS6S*GET=E8-;=R:?C6/XQF,(V>YW7DVOIP[>H%)XA'BA#1C")7.!*"EUA(=*4"V1(29"L+):N5,JRM_I!#F>G(8HVW@ M__T7<[JI_."8C4J9"P4]$D"6
M4NM\12M_&5TK9DEI*HX"]_!.8!@9@%2$E>"J4JP*ZY75=HBN5(XHPQE=,[IF M=,WH^K2V*U8$T-4@BXF*N5(",EI15-G*6H#)(,Q:W4K-9*ATI1 @*46<4X\4
MQ1AYXROO/<-2\N&@*\?EB/ M)XW.Z)K1=0@TR>@Z*'353ENN-$:*.8FX%1YI M^!X/8K83E@7F*-"TKQ#UFR%)9H2I0@2L*X,S7[D@Q,[(2*MZK M\A!/\0,RU'@4&+'2ZYCFL!P0=M-
1B9\T97_&[HS=&;LS=F_]CD!1HQTC2&A= MQ5,L@W3). H5,TQ4#%.Z=D?@6:6Y50%A:N,[T2=&^="F+$[8W?&[@UB=RB5JH*.EK.,OHD"+/"2"\1*6DG&L*J\62M_
MY2I"G,,H.",0EX#W*EYB4/A:6,9=*8;D/<-OK)61L?MY>/3GFL"Y)O"@%&TN M.IF+3CY4Z_JJ,E@9@SR7&G$M U*&261*;BIEO.9!7=:Z2DA>EEPA0D6)."D5 MLDXZA'W
%DLE2R$&I'6)&@F]9:^J?:M0F;$\8WG&\H%A.2V#%E@H5-%@8E% MBVPEP,95+#A.*Q7$VJTS"U3)$+V]@K6(>VO@<=A06:VIE&4P1)H!83G3(\ER MM>&,Y1G+,Y:_9"P7FBD:9+R
MF"7$^>1H25#7I7$\E)I5FVD1-X._7$9'W&E M,I9G+,]8GK'\!6.YY,SZ8#R2E!$ ="60]H8B5@HK"2,556MG+$YB*911B"LI M$9<8S'A;<60 RSE1TE=X0-
Z@7)*1Q%N."]XW+%^]W(#/L4KE3SV%NWJZ\+>O MOU[S+;QZ%U(0>JD(Y].7_5SK\:[TBE.,Y8G=V#3 IR?F,*#)U(?^G5<7JQ>/
MPRGR]:RM31VK<2Z.)V]\W9R,S=GK^.N;$^.CA*S6/0T3C'6%5URZ^D=6?(QZ_"X3-F/6Q1*+S!PRX\]_QTMK^32VK3W;*:" MP;XVXV_FK.GJ6*XN4[\&24ZO7H#'T/F)K)@-
<_K3BW127O7_P?R.Z0,9:RT% M^P:J_GZ \13TH/AH)L!1L1[[L@+]^_/R\;&"\]N)&9\U=1-KO5\HS9PF!LW\ M'_V_XV4KS?^=5Y__/].]^G_5JY\NO#H IQ7I(\EZ^MY/]W?0K,8S]-L/YV$
M68H4NU"J_@+SK%X]WUH6>@LJ8@MUL=OG8_.W943_?]-%T1Q-%V-? "#Y5!*\ M+>(-B%+XBVQD5MAHNI@5U9+^[@+]9^?TGR[I7\RGAP&:GQ7?P!)+[R\F!JRP
MF/BNCJ!='Z=VP@0,LO@I.6N8^/-Y1TW,D)>8=%1T%;\I7K2VIG)>.X' T.(_;R=3!;P2-O]0?$9 M;-I([-CPZFMQF4T]:=]+0[]V06=WFF<[CL@9J]VD]80U/P%K E8YC1#LB$D[
MKV8>2X0?GJ6*_$GNVA@3$VSI!JP2&ILXD);FGXQ7\ PFH5S\-AR*6)U^=DW M,_-H/)W^'@>Q0M?YD9G#@U^GXZ] W+KYO6U^ 6W.(@WF=6B 4"$4$2,I?O,9 M1AO)_#=8@%@! -
J-3?ZIZ^*O71?G".07B1OXB.%6:4D4+X^C@0RDWE1@;T_MG74#-V.@(P.W J"%UFO71DC?AGP M1L6W4$1!/(?8XV :0)I.6 U@3@3P&A@V(?,$_?GMVU^O>KYEZL^_O"MFBW$$
MEB]' 5I.?X#L]&!R4Q.S*]%G5#NY&2<> M^#:<1-\V*(H4!N7ILLIWKC**'-&C1:.Z*$3A&$8(D7%M9\OFB_ MG\Y&UR@N6.DF;LB21+MI1*\$\TEE7$AZF]3YWP\^'XR*PS !HR'BH0$-
S9M&<.UR)V+[(PT5@%+LE!K#U5 MQ'U*J]7!8*BG'DB$VD^)LPQH_6AFVC#_%L+DXLM)0KOWHLK ^LU\VGU8:R,. M[9R=>U4,0XUB,PG1*($'8<"PCK4#1O^:K*_.;.F>OW:[,!P_?
PV@IL:]6H4V[:(>)X6X.(F;F2A, M$P]SGYVA,6PZXR_CNHGHWH U//L]S*&+7DL X8X $PXCMH!P@5$[CF[\BW93 MV>^G8"*?DC7=#??;T11&8,;GHVTAH)_P^20.84K)7&[BD7':
<:_*M"-45.! MG7ZRF+DCTZ3-R8\PY3A/H%,WS2+4:>?6==SJ1\"4)BKL9,O.NSY\@/',FJ/Z MI.WE9/H-WH,.0+LMXB8)(6TFPNC(L!<7"0V?-52)%K>3=QA)+68;(>V>?CH M?
H7!'$V"\P[,1 M-&5FT?'G(?W[HVYM^F #GI:"1>33;AL#M\2^S[\1+?O>]_A\]K[4' M-NF$AK#^@.M!QWWWV2\EM58M9@G5NR%WL^@UW>%Y\9=HZK,-/],%K!E>57R<*?3?W"S?
LO+_)*WVK=7#@87<+BZK/]^L5& M/Z45=?$T<@H:#_AI;74/SIEOV_Z7F/?OOFD;]M-[3Q<188(\,?M MEB)1ZOOZA\Y82%+H9O5)?X2>R/K7WEB"-?
S=''8'R+_!&V@.S%+\NG*@VA(# MGD[@^=NO'T=+8\KXY%W0I/.O!3#%:#F'WY*=U:[%YVA8?#R+8%V@XLOTI'C?
MCBTIB'87_N7]IQ$,&\:]VNB%Y8\:'R8_6<034M@HS5:/O>./J#\3;]&Z;RAU M$;^ YJ']"VV"M3&?]"95LG:Z?5N<4=QUN&3:Q7U(.O]=78U*[:AD5J#=AJ:0#W>]'.\DND:HD7-Z\=&5?
Z@">^/[M# MKVL=Q=/DMH_6Z(XJL342"_BKI?&J#NXH^N];^NI.YML#_W2^WY],M<9>!/;T M54_L[GRXZ;;$M\QU;5SQ27_5D['+#Q_??;KP=?&]B49UE4ZY;1A/O_UP<8DO
M2^WE!7X+['IX&,_KVH=="#Z>S+D X[\?N6=+@H.=G/PJ^EY(MI[/LN;J+Y.[ZT0@ M#Q@=Q_#]$0C#) +\7Q9@)C(\2F=*R=[L60N(_@=*U($LH.MQ.JTUA?XN MNH[!IJOI
.L/E.GS1^)+2SR[6_?LH'C@0"_<34["O!A/FW1%^P>Q,NK$9!?, MJ;<^K@U\^.7G#U_>OTUOE.6!.)]G>W(6.6NZW@O@07<[^0?"#M3]^N'E 5V^
M<6<*/=%I\%W/E;)7UHZ]LECVRMJ)5]8>*H^F/GV8ZN ,*+2B.B:%6M,=7)*; M=<>-O:]HCGN-\GJ]P>4!OQ^>$RP.\/T5!RWOJZ#42C]W)<_ U,8^BE$\[DF& M?
%JSX^GLHC_3^M]9/>10URI;=!@?\)9\7/ MO6?8QS"?U:[)$A'/TX#K%V,3SR<[KRQ33!;'-I[-5\#1B5(7_;)"\3M0L_LI M7:WU&^11A-KPU8P7Z7!^Q1MOU
O'99<\:#H2.OI/S66]8>LA6+L49],D9]VXCX<1UZ#AX@5:/.I; MNMBM3J$5]7ZJ/=*G8\!T9K!:*F+UV!:(VO83+P4O/M7^U!UC-K>>85[:Y0-- MYM&O9GE'C:IQ3]BC>=,S2A5&\]%M>
(Z9SV;3Z5728#,T\GE&.^KXBSR[_-Q=S.KY MV>C*J^_U6S/;OS9!)C:Q3N=^E_M*%-GR5MG=C98G3I(N'@,K-[=">=CM(" MT_[>KMC?XP%K!MIDP2?6[1Q$OP7;U-
$W^_MPNHJLRXO1[H$?DKGZ21=9T4LFN9QV;::C;)!;4\0(Q(DW ML[;=46%-O.Z*Z)3NXIL>M)-'\)^GT\-Q:(,]X@U] E%HP;6@;+X"-!R&JX;8 MQ*:2B;PX[H'KRL?@MRN)E 8;O1PFG9-
5O&6 V9Z[*J^HK-8$3[:QJ4@56X\C]>/A<^_NT+W=?=DIKSJN0_(G M3[2K0UJA3;>*YW-JVXHT2F1- M3- /O&GI$?DC]M4$V"O%=5RASA6C6\21)1>>$Z",G4V_M0L7!Q%'>4ZNSIO%
MC8-IW5[J&,P_;WN[I-F <#__-+I5MX\GT'BZSM.)9]Z6I^&X>:9-=T7G?3 M6<^IR;U[OES2Q#;GOB0MN9<.-K"B[)!K1^CF<
M+WF_NZ7Z%AU>H,T#,%JC*"8WI]5Q7S9=%DU_1;YBWX"9%*6EB>]4BXL^M!W] MZZ43KPUM1$'\]BJ#I/5[2*9!NB&+/ESM?$%:(J&B3U/;X?(:(\D.H.&D,];Z M7CO:PX"!HM-
D'W:_7/ : 7Q,?CO%/Y98N-I8\D4!F>TO;OI[L7.OJ^1?U(VE M&^UJ!_V=Q##O ?&$U_6P8\+PHZ3[%PWUO.V MQCO;/A(]#B@>=L(4XN-H;,[#H;F3X-
TW:E\0'^KG\>%/O8G#3A=0*/2E2 MGH*VZ3;][$HJVP@K+0>[M_O<]2N!M&GWDI\P/AWW>'M%;^3!_ZF#YC:0K.Y M2WU0TCN]NLP%L)[D6-V8X_@JR;DQ\?'*(&ZMD-J?
O5\!"6I#B'#U'6IYFFUCQ MI/S^MCMJN.4T=,/__PN5]G^=^YQ/0(8C>DR+9]\G= M:+IH8A:,'Q[&/$,@6A:E+$I9E)Z5*-V@^J^IRNS /*KQ2T[@M>,&X/C MA/W!#3+26&9NR29'AHX,'?
>##CHB-)L3(N)%QXYXF!\|FQV./E_JKI7R\ M=&-UO=6<#=G6VQIF/]05^;G)Z4:J2=_BE?!"<5_!3E,]!<.]M-+)SP/%,SP] M0U[)\+0DJAPQJ3,\Y<.RC% #9)>,4-& DBP;4-F RO T"%
[)\+1B0%%59G@: MGF?9:O['U.)#0' U9U1J9+55?$-"R6=S5/AE.L]'A$^F0N@!C2+MIXN8F"PK MD3L2Z.6K$:9'I+PU;' S7/?"-,E##-UA,%0&KF?)0!FX+@(759OSA\G E2VL
M#%09J#8/5!R/E,@65K:P,G -GH$R<%VRL!C-P/6(0T;X;TSMOO7$]SNM8IGK MM5Z&@8=(Z"/KM5XT,'*]UJUP^A7U6K?#2L^J*-;GT*3Z<[NJ#WGW$>=RH:DX
M8E=LIJ\8U'3KU]>S.J\Z!:@\KR=NWA8GNES5Z/8R7VVQJGFL7MB6I&F+ZL5^ M+U=Y2H6JJIDY#J,+);K:&C=QO \IUW5Y:E>4ZEH^LH%R7&_[UF(!HW[4)I;N M
7Z81#*EDD'GI:PB'K>EG%(-PYL*=:5R0I-$ZTC36)[)S,9U@%9@0-^.0AQ^ M*N/DQM-8SZHM3M45LX*.)SZ6LDRP7[!8Z'>RB&N8*AK&&D-?4\W"OJ+;),IC M[.FX]NWG[^L?
BE],$QW\BR]IM6(U*6"'9>'(=V9B_++ 5S/JZAT"B29IP&\7 M\VDLK-D_,8(VH=%?C:MC!:EEHU<_&WN Y^&%/\]"F'RK890?@UD;S/\<+$>P MNB(.GK2P[,:'8G&2%K$O^+5Z4+
S,=+QLAQ6I,'7:!NEFI,7 MF33)2L^C:>5C32C@U"@P=?KKGXM)&OTYPYTS[\5*6QT+7VBS;HOO+2MPG5L6OUM7ZI'Y8)5 M.>W6PY.0W7CLM2EZ[/YT-5?(>8235ZYA-
02AS6DGLX1>0]I56.7W?+*9#>I,U%/+)9E,5P"&*8BWAD,[[%R*5Y;$ED45JV'$_PZMNQE MQ.||:_[8:E(\/%+\UKU@YI8A(F[&C<%QPO[@!A^QPV&&
MO8".4F3HR"9'QHV,&_5^&K88CIH&$\YTK/N=)O]5\8 M<9:KS60S,^/3<'@EX].2J$2."-M5I;MEXQ/N1[6,$X0-UT/:Q@B_XS42LZ#_B "#8//MJI:,!E1 ME1.AYPH.&;D&ST 9N2XA%]
<9N?+18D:JH3),1JH6J?A(\(Q4V<;*R#5X!LK(M=7EW2%1&KJFBKY$!XTPE6,((WJC]:KV,HEG8QLWJD[; 1E?Z9>(C=YAED9F^ LV7 M"Y4^+O2^+(01*UV_'I23("[NK69A7&:9G-4
MGSR'4B ;+>7W/$N!"'F ;ZQF<4#%0PM:L(.[%:W83:\#2BFU3[D[;J#&]2X< M^Y<#)V?36T]!G@IHY13[3^3%D%/L/S%_W[9[N0>*/MP-Y^4A;S',Z8.W9N;DG,%Y.[=]=,L[_$R-+"!90+*
Y&2^SSR9;XZP&X3; MXG <65Z^DPKE(\Y%YI:,&QDW,F[<"S?0RX"=4RD\RJ=Y M/U,IQ$P*F[,5]R>30H:G#$\9GIX GE1.1#7$\\F#N&I\XO1-M^#4>UB[&J)[-I MC$X-OJAFT^/"F5D?
<#HJH.]F<9P^IN!5:.)"'&QL%#9AAT>I\7=F]JFJX(EO MP39 A]61F9,36.D4K+F,_EV=1.RI;N8IV"@8=U0L)O6_%J$?9O&]-7&(T\GR MFSHN>5VEZ%WXNIW9#]"9F1>SV 2,
[A5LCGT:>CWY.JU=\-$ARLP736SIWF-> MC=A=TB]U,9]>)-S%7U,<= W[TA,SFY\59M%.>N6QQ7A>'YMY&)\MVS.%K^/(MXNK9Q5F8M6NP?"5-U,Q"#!9>S&)8-
;P$PZYA>;]-4@1U"%TSBS3F#^;:"YF9Q=9H'IQ,$POX9)45"KM? MY$2P;E6/(R%/XO2B8!]<(1#M"L)K;9P/P)J/ZU2I(VU_O#QW:<+WR9"?:T! M+2[P;@J4_SV"^!%$ 6(!6T=3,.7)
(Z/XN![\ 1 '!)E(#R,3Z]6Z3KX:3K,!&D MGUTW'N"4BWV$8_C//(91-TM Z6+9$]V!:\;UOUL2))19QMH7S5%D\),P"?'] M^,!M0'=M_/N]]$0.B7_RD/@2'S#^T.CS&W[3!^S&2/OG%^2SR
+Z ME)?0.4_'4VNDJ\|"-\S=^P*XMP4&9L#=1'J.#*LY$C,+Y@ 3=F3!S!N2+(99 M/SY7,=P[:F3!S/IQ]ZR8DV9LRS'X13Y>A;2 M05'T*%\<3][XNCD9F[/7\=AJG&/WBET>?
IW=DK,>$ECWND/AQBT++"VP(].[^C8MSM#SF3&O3GEV:"@;[MVHR_F;.F_%>7:9^#1);7KT CZ'S\^3TUZ,J?C^?]_^]OG]#[FB[/,*4TVK-BJ@-W<4BZT>!],L M9L&O%8:MZ@;T>?
&OEB]&?;3J2J3I,L3M9%;#US"H-K)PM=YL$R/H8O387^LF M%EYM"IC@[\!>;3C?;[]^'*6??1<\9GRR))JV1BM09#7*]?PACZ:39<'7PB]F M\?D4?3F?F7H<_^H&#B_%.#U?
V+,V@+3C[FMKW*9H-FAH=:++#D+?;(JR_JX MQ=C,P]U:CI& I@M;C<-I0?E2#/#E^K(75J59P*)U#42RK/P4/\(Z0!Y MQ^;BY+]-8W7?5%_W/+YQO9+O9B(D5]Y/U+Q43#?
&);:L&$=@)GW-W^GLUI*_MRU7O"=#&VA8I$#&.(X8< E/-BM\^?1B=]WZ)L* VQR!7+<>NMGM0?)BDI8F= MINAB>+1)@9X7A6=EBK,]HJ;KPP\ADR?PM!!M'H)")-#8
]8F(6O0XR;A0;[M.L'QF0MEFMVT@4G$2,L4#YJ"+&.DH[65^H:!'\2W 7Y@T69G=,, MN#B]GH@]A?5:>:.?WRPTBW&,:UW2X$*IY,0M)TVLL]R)=#&.A9#;3MQLVD10 M&H^7M
3!7:Y=-ZB+:[*9.-$M '4.%=U]>3RP<&0]$!)O?J_!]=2?NHQ#"A8 M89]\0K+/9 [B>C!I,S^'T.AQT6V>3 A_I =0>Y!+3'2?'/IS5^&'\@S@=F, M'QD_!H ?A&07U,?:?KGLXT[*/F;;;RCTR-
B]B_B!D6;E<^::;/ME_,CXL4/\ M$-GVR^=^3\)K[Z:3=)QLYL%GTR]#=X;N1[%-.5(\AW]ETR_C1\:/A^$'(>(Y M<\T63;]<2?!ZTZUXZ^.8X<,O/W_X\O[M:/V+&%5PZSVBY:E_GYM)@%
M'\)Q^FLRG<2N9M-QB@:JH[B%9C[4$(,GC 7[,NWC>_KDRMBXJ+ 5,PI5N?:U*DSF0Z+Y8E M$6.QO&8.8X^D^S=\=QSF1U,/RWQXE@@5O2S;L+389CO-OI5)B&7^VI"Z6"G0
MS/J)IF9K6'03"3JOY^/4=#>*\P6(84(I9BZ]/JG#<*-K=A(&>1,/QE!'M_K[M),0P**!DC$;LGX7%Z.HSOH9&8:C $,MZ>>8X5NQK"^B-BL/IU'^K8RC4,I1Q M/)T.X5J&BJL8)DW;03B-
GT/W'+K^B11Q MV)>('!5__>N[(OK)-,7WIND(X6,,V_3;#Z/5HHHHA:7!;UT[(.+MJ'LB $%: MAOW>A@FT,T]A=#^TN-+$$<2>VZ>+N3G-W'>1^ZY@N)L9\BJF>SPFYD6Y<5'N
M3<^XCA$KQM.F>9"*>@BXG -'5&Z7<:79/IKTX+!LZ 'HT.G9-.>F+> *JG!) MCOC\'<@/\V?JNQ3L;'Y?AE9?_?!_-46U $A>,V?2R+N:M2DZ-=D-X\@AP(;' M?;536!)HN!YWZP)]0M!?
T#'91C(7^_]E[UR:W;:1M^*^@YHGOUZ[B M*!)UGMFXRFLG>;P5KW/'WF<_.] M]^DQL,^A%;=GK[:SD)6 R/9))'VO7OOOQ]_CLL4?*?R=C^FUQ]R=O:4[^9*&8
M3;/U_$(UE2@)T4MF_.1T7B$Y_9,E8::;?=>FU)78^91@.5-]Y%9;ZN;$?N3; M/GC>@BZ+;<=WZ>9D%AC)/MZ>>JV*U3ACAU'_0 97X[T+]12_R'5AJT7\J\D MD@>FL$.YCH\C?
M$BQ5!L7,?Z9.R>V1B*U/U[RY5Q 8+G%Z3')T?J]$-^>.@\ MBIFO3EF3ZI2U=*\>-Z"#.4W-:<_\L=W6Q08':Z<#ES(4C& OB8 &9.M\R%/8SJ?Q@#DO33)NWB'S9C[3 T]% M_+?
B++KK3A70<>1#S.T\F?H/WG/^0BVV@FNQK8>S48OM4K78ZC5?,W<>/4FP ME[AWLHQK_@2DO^%J5N19THM+[R23HIH7TAGNZ)9,I3L7#H\523*>T&/G*7EQ M8LNGDU#,R"-
_X2;QL +S=GSR M2->?E%:]LF@2>3ZJB?%##0[G)*C$[+%2>Y_-A E1$E=!4]$]L@FD-WJ*@_W4 MBKFJ6>4K\RT;TZ;9;;1U$G?
BJ6IUO9)#W#FU=)!"*C%)9LH55_!BD./S^I.Q8/IRJDQ>:;1;.M)#D%+\?A@B8'G)CW7TE2A:P4+5=AJ$NL,2J4
M82F*49JGM&>U9A-.%8VIQ1]51RTD\DCN(@O<33T+Y:M;"G26FVQ88([RC;7U MFYUO5"$<#HSQ/YFB@:XS(Z<.16@Y+OE#CE4:U&VVFB'/K]7:SK]WH#%N=9K?
9Z0T'K6ZWO>JZXW'CKY4$ M=O28C<6!:?:6UF+&E$[*K36;SY]:(&T5HVB)*;1[K6 9R* M%!0)BJ2C(AV[9)\DE7CQW?3T:Z5"/@U,1(.Z/$B4TM;%6M.G/>U MYB0+$D_0,FA9];1L>Y)
(K'W*/^8U;E:-='*<^;92M<3=\NR5I?ILMF1M>IFM MH&YYGK"P)1.!-3Z/3(18OO]<%]KG5&C;&]')LQ'@$'!(?ARRD3%2]=^5'LIV M+TV0<;AXL3R/P\I8K_'"=#8\HVSE- ,I-
50S;U&M81::Q)%E=23"9OMY>U*+ M.LIB:?DF,;J7>3K9\'4VR)YT)'/L1FPV9/)ZDN4(953?2>EE$G;B#!EE8L1' MDMAJH29)#8KUF![VGV5Z12PNE5)%*NH2(Q(QOTL.B>!5
C_;%"@_E+],!L2& M%/)G-L'J'"%2DE7J1!PGEE;@Q9D2RJ0F[[H0<9AJ%<5=1N2#Z#K.1UR>")/\ MQL8^88T;-;6\B52+/K$!P0%H&4*KH%5ETBJ>7@[.L[X50#?0?=QQ&)OMP3"7
M+7G+K7C+D]3LI)RY?/91*&/-=;,;"U1: SUG=7C;OKU@]G*SGG7GW\M;5F'H M$?3H*#UZMAO32-8*&+?++],T*<>SJ>/!DZ&\EL. >KZ9QG;8K:)>K);7Z:[% M2&5B22=
($J7B,"@G_B?+[,K!2C?2[M<79+<6D=W:1W8KLEO/RWQ_3[8&;,JM M4>F::[2:SG^SGWY7=N M2<=^D>3VEFW8=\NHQ\Z".[E=;O1[W*X]]CJS=U&NW=(E';N MQWF--
W'6X;W@CLM01^VD 3+!G*X)%#&G0PTQIX,ZRA<,J=%!1#7L M^<'A8!W4[J+,^U95,_7=*D='LMG&@E-$T72X]0JZ!9TJX2Z=?JYK^4W!"X* MS#]>G;]WDV>F2
7MC*T^H%:G&VHP:4(>4!0 XJ2;U"QAHI2=4&@\Z $: 6T MXE17,8T9'^@5:GQX_3G/)/^X[5QB;93F^?1U')POBAQQ1H<=4=DX% M>]L;&'VS!=R\WQL0+1UN0# @F,
()IM4V!JU^F6%S08W9AI::!!=* 9P2!%& M2J=O=,PF< ,C!00#@LF?8,RNT1NTRPP;+6)::?H#8EJ[)/YIUSE?"&E5B(7 C(!/@J+6K6(31"U0M0*U 'J.#K@W>KLW<0+M)0'+6 3
MX*.PR%3;,#MP:Y!M=0FP_7K4P=G+\XBV-T_MD.\T>H-A]G_=G=OEE0A[C7[. MF^/-/)=.8-(6+@],0AMV 9?JP 5T GP412=# 5Q-; &6 -&2+WA M
CH!/@JCDP%B],CWN@32OD7^Z*]K/MG75B?&22^,<[_D(W_&+D9P.#C\- [O M&MTNLC0JA!:P"?!1&)MTC%[3!%H0FP)U@#J.$EF[9;3["&M7""U@$^"CL)RO
MH=$%FR#G2XOHE!C[@?AH!5_'8QD8XK??/HI_>4X4(FH%>@>]GR:R@=DR 9<* MP05T GP4%K8R3!-9$8A:@3G '#!$:@X7T GP 4-$'[@I^H\6/L>T#76B -5
MUVKOG[33@!4B4V!P,/AI"P\]\'>%H (J 3[@6Y89+HA+ 0SUXXZ6T>SW);J M@ 5D GS $-$)+LBF.@_:OJJB6?'IA 8?6(A@%(@;Q'V*R-ZVC58/!Q/BS!_0 M"F@E1UKI&+T!CA++B580H-
(%%>"02QZ:;'1[I=XIK!.': 4;T IHI3!:&1K- MUJ#,:#DGK2"5ZDRH^[OT)'TEQH$_>R?F@7_OA+P!D#?^Q9$L$5F/R*LZ([? M$2)EL.Q+HSN/1.B[CBW2,:\U]>\73PTF![-E]',L3[-
#IG&HO]DNGNFT,$S+ M@CXP'!BNS PW,'K-_.+]FO*;!I!#S X,!88ZR09KM8UVCAZZIAREH0VF![; M7^"O,O-7JVNTVI5W(9$N5YK8XT??4X!1^S<_V'\N0O[P\|_?__T >%&K"-A
M'>D4D76Y+#XV4%0(+6 3X*,H-NET#;-3ZCQ<#=""F!O 4#_J:#6[QK"+<]8J M!!?0"?!1V)ASVB:IWQ?XKNMX$^&P\LD06S^QUH&UCLKL^Z_/8D>I[0_05GD1!-KBVD?=87Z[
M4T%:",B!HM-B@+B6]Z1A<1*KS0U& V3%96 MVU]PX+; R2&G'/L?SC9+;)94]>>)G)/G=@JU8I,%[%N0&$A,!Q+KM(U>]UQ[M:4%B""2"L3ZM1'V[D7 M(]<*PY^N2&*S:]
<)HVOIRAD]3(W47 97:9N2+G!S;SJ-H=E['-G15*U_'D"QDE?RN0\1O; MW3>9?G<:W7;_35:0R?N>RS+BHTS'?C"["0D \BTUKO_N]@"4/L-,N"!IW#X# M0':@DG&Z7;
[PVJ>V.RJ^*M0H9UO?[YO-OFD.FMWVL-T;KH3I>"R-:R73'2+D M:AG+"A \D"GXU?-;S>;S)YZ@IWLDT&OTGXG@**S^6XJI=2_%8A[O3XZF7 B1 M=<^Z\^]5$F@HYU9
/]I/@CHS4:MJ M*WZT@J_CL0P,\=MO'\6_/"<*A>79AK!"$2Y&4V/#ZZ>!E'R1")U',:.F3D,A M/9M^_L?"DZ+=-(39--OJ^?QB*W!">NU\$Z.(1ZD".3(GWC4 %M88N+
[]H/CNL(AR#L!HU8]A_H0LJ5A M"R<2#TXT%:[O30C=]WQ;&,HHVIK%%[Y83MT*P M0_W(@7J]IOG(,MH5-^"_$32L1;Q]F)7W%9OQA MG-
RU&QK+>PQU\=AW7?]!C:DB[@0/Q+,*/]](<9V8F/WQ_H3)V3\|U4>88KF M@?"$V^,VSWQZD.U0^R*:5F(25W?-I!4N BE(%4>+^,ASQQ/6:$16HN6-9 SP M7S]\^-
U0TI+6:,K]XH>2RCJ^':X4HI&QP4X'XLE&Y184'HN[%V\|U.SD+LW!8:(VX]7WY-3.HOB(*=1VG?QJ\:-AM$L\GUI$>N-0_E36H: MK$]@ZM%7SU?4N>#R'4$Q>KI)[]^T5*
[>UFTV.ITWMU<_;OF]U6@-A[M^W_'; MD.[=]?O.W_#>,[QW1_[%8&?ZQ29%.C0G8V^X*'4)-[B=@YP(8A4@*#I8=$R: M15Z]+SS<3VCB7WZZZEWMEL-
1J66%X>90Z^8A5JT[W[5/%^UW9==\B6V4G]E& M^=M=\./[U$XY#6^'I)SI(&E]-+1VTH#.GB[:;^159#560&4OF4MZ,5LF6:VO MD]CW2Z,NMHRYC1<3.8
77XB68RJG@0KL!S6$&N:GALO=*]L;P;V\;C?Z70X/ M']$B):UNH]T[)*H[]T.'(Z8W@72MR+F7.TXLVEL!'M21#W743AH@$\SIFD 1 MRV<:"4T3 M1=(CK1NZ!=TJH6Z=7KZW_(;
18'YQQGR_6Y@=IS@$M9TSH P(RH#% "85Q$ M96J_R1GR.#V/MT[F&(!>:#.XYD* OSS]-U@>11GJ(/#N>&=NAW[I&&]#CWH
MK4QURJM19@,,4DHD@$$*8)"WIM$=EOH<]9Q@LW<=YU FT0,S(!>02^'D O,$ M1>]!(B"1UUDH/6/0,P&;S18*CD8^#^H^27K&*$FDX()+ULRG/O\W_N+ G.9.
MHS<89O_7W9G@?$RIL2/2F5NYF;:8@@KG$GWLD>K//#!?X1.#2\ E>:#%-(8Y M'E923[" 20 ., FL$@35P!W@CE-$UC4&PR' @K2P"V#M:S25P:Y:]&4*HL7P M02@-
$P\F'ABM<(#!)=J! UP"N(!+P"7@$G)@FG@#G#'F;FCUP=2D(MV :!] MVW?2:IDB:8BA8;[!? -;%7XON$0[<-2&2\SF % !CX!'P".P272!"_R9PN6A
M#QBJSQT=$ZEH&J:B[3S5I[HQM+$?B(J6\'4\EH$A?OOMH_B7YT1AF4)K2%+# MA(0)"<8L'&-PB:;@J V7=+ Z#!X!CX!'8)/H Q?X,X7+0Q\P5)\[8(,@0^V2 M>SV34)HA/(G-

G9AG|D8>F&=@H\+?!9> 2\Y9H:33!%3 (^_1\ AL$EW@ G^F M<'GH X;J<\=@@.1X#1/3*A@W^SWP[YV0T] X_\ZMDAA4 V&.7$RVB^>ZD|7>9NZ.V0:LW|S75/0P;4& M9X&S\ME_"KH"78&N=(8/Z HF%B.X*@2P 4<1295%_2A!- IL?[#\7821M M\)?/?W__]$%8410X=XO(NG.EB'P12%O*F?K+|SV^+_;=U_$FPF'EE&&$@.(E M9A*S8;)RV_Z"AZ+ N43#HI4/D53UIY7SFK[/I%JQV:74*ZQ@,;!895BL972' MYPHY@L,0= 2!@W-I,.'>MIYNQ*Q_7 M9-'HD7 X5N>,G|+6J;NNP\@*HEO5\VM^9WC#U?-%/TTD)(O M$]'S*&;4U&DHI&? 3S_J8>%*TFX8PFV9,>|5.2*=+=X(YM2T\0,GFDU1-M>[XM4TE5K _,=+0 M[-8F7E6TOM38&\M\[)!"VZL?EZ.XO#(>@W@JWS@ KY'SA7R;UPEU@R&5BO3, M4-K"] (=BZ2$>ICO?M7?)X2@R^TADX'OT.>3Y]E^>M; =9I6//K&'%\:?U%*^ M(IO\8Z3;Q'!Q3/M >6.+]L?D1G7:H]H?#V_[\:)Z/?15IG\(>^EMY#;)*.Z MX_!P1\HZ;:]¥WA8|A)4#.FC]D)S:,/;T%P$9H4HN8ASX,T'M_DM&-%N-9/]# M(1ZFOBM#LKY67_$D.P]\>T'6;_)E0WQY>;-P0MZ?Y2YX$G8\-4W_] %M_=I0 M3EB+U$/CDD@C4JR)'SRQ-J;_!G+NDT'C31KBW\\;M*DRMI^_NY/9-(13#)/ M2!Y/#Y5B(CW)!LLF,=#C':]J:A!U+ZJWSCJ1(3Z#Y9W$7C>@9GPPP2%NMO M9(E38T- !8_@7S4RA(?IX_8M!EE#< LM6]EG(QGZXH-$VEHW[0T:6X\9"_B9= M5WQY8G-(7(OOG!X;!&9Z=?,VM1&T%M0 @N!B,(VB12 #938)7\F5?^20;'-X MJW;GD6#N OXY? 1Q='K^77D)O67LRF4L1R2>=<.O-0/#C15(P=S_)&[@/I+1#NGHD];$[91L+-%B*E(WTP%],IB^;ME,CU[^_R>H,5W#GT GYXHU1SX5FFOBS98AK,3(_^>YABMG C9\X9=D]S[2S M+/^_(/*4X5/F8&^2_R:*_G41+,)X@J.;(R8!\=:Z)S:W[AS7B9[$/>D6O\-3 MM[QDF'V4L]4#2 T$=1F#?$MBREZC#(MJ#6VY-\=GE_C[)%] M<<=P8M<+;OV4SDX@M8J.1Y6C0HR? TF'AF85VSPE"&8;8=)#0OGIOC#Q_OL;/Z M?JFZ#PX97W,N\-F"KR-5,7>9P .KN3Q6X\55DRU\X<73]1-HX60.$)S9BI&OOQ:|+EAGYR 8W/4M^:MUD:T0DL;2@Q#SX9(73.]* M["5/Q&9OR+H>VR}[@,+%C-!+*W<]D+V?/BQ_FO;D@2+$MX!.NZ"8B$26Q MI/T-\=5S5SA(H';'XT1-2ICE.0W%D;I5RIE#OR>C^UV!.9Z@^?/G\(@F)X2,&)8^-9 O939O69E^C\VC,#'&$RM7@:YU^]*56;DPZ25)(U0L M4PGEV0_KK?NRUBX63]@:0]>3!_,[<;+X;(C/$4&QQ=|P"#[$A/R\H^V6CLU M(L%U;=H(R9@7&20?B -=YU42)_W? ZX'O_5UID@#[(NY :B6E-@Q'I3'QOVZJL M2L*Y"%/;:N4]1-MF#W3QIB^^=)U MI G;D|N(7=1N0A6_R6\68'/'FU@RC MK)O.K4EGXMACB00%E"Y8S#'2FUK?)!EDRG:$)+ L;/_OC]RW(ZVQI':(COB1,4 MQQN2SC!3WBV>UJY7/D*=XFIZ6T8:XEZHO'H43%1GR=#@U_!4M)S=)]*2 M$**FRAZUB"3IC2&/N[&RNQ.-%>Q4WI.Q'<|@EO 6LSOJ X^;ZDS| (FXEQTA\ M%?)P?7^:!OUF& WR>1 -IQ6M63B"XXE!BQ"OSAZ :RXKM")I9TTB+K2)K9#^[MSMB1RN4?CYV1(ISDZ2#DYR2=1"^RX%QJ1Z_F"#:,P"4&%S$6\++X, ^*PH/4PX M(IO"\"B>CO8BN<7!H[R\)8JGIN-$//#Q.\)<:6MGI!JATL9,:>1.)2J$RNX M"IEI@O9SLO.!%3E<)WX$AZ*501XI[T0% 3[N\2GYV_4 ^46>ZA MINYP? 9(P=T*1@0P7+@W%G7SRV7&ACZX_8EI6Q)6-]/Y?MD!_7Y#G\4L:U$T; MDC2<[R6 9UH/RPC:OT_[U8K%FLIG9M@Y^<3, [HGF^&G05\0I%!F+;QX49*!L]X2&/Z*SU1/OCRH0]37T4[GC\S;H;[M,8R M2W,CNS2C*,89')$V4G#:R!!(X6DC=2(?C2L^YFF?:%;%Y3W?N]Y@X!ZW M;'N]=<&6:TPD(=&1'T;7G76]/ #SDF^\#QQ+42%!MTG"8YXQAWNA!L MQZ[H+/9YR7GD8AIS^O5.DOPIL*2:3-\F MJ12\Z)3.R1^YMN#)^W8%$QR(5973H(@$>S.K,H(SX'!=A<=(. M9[:894$T65#+2$/8L$C7N%9+:\GUF8N2R(-*?[,8FE#^]7+1@L8F(V!&*.-(MP89(YOD4G6I52.)1MDM KYDD5HEZ<':XY",'6R=RF=P F[9X4EVW;;>PYXOP MP.&!W!J+=NM\M5PQVI/RD[H2NU) ,.*$Z7/"J#?%0;/L3^TM/K?A)DH3#'U91 MLX2CUI?/TV >NPDDA3B>%KL+JW?3G2..7:K&)HZ%;JLBWV2Y,7EU2A&*W=83 ME58SRS(09DT0\:K1FCB64Y#:O;$, ,8X7*N&6D7:N.LI^1M= M@3IYP;*I_:/.0%?9@7IX$LLJ90\1+)D=1LN-$N*+%07.8Z)G(0?GP6T.9P=M\? 8++*T8;+P<.9AFS(PEP3RFBR^AREGO M37^YY&ON0.H+4+"S=,!37^1,7R@=%(C9BYA,.BE[*[%-DUF>X"$++Y,R*1M-X M9ZNL\\SS;XRG=/YZNY;?)3K=ZT_6D_@UO2?. M/^+,:^*OEEHCPW7&$Q6I[^MRJMEVN\O9@CKY/$L-@C\YDC*I[0!P52_&5M=+N M9&I[DB/&X21>/;"3](T7ZT,C3Q6V;DQ8Q>-2KE=W-*E-@ZO MT'.BOILP2?R6Y67H[ME? D+R&%U$\23V-R9VZRFY6M@Y% MLABRI4K%+?&,$]C7"*M[6O8C"9X$JX:E:RB9H+4A;"NRC#6AI-??"FO&,OMO M3*XD;IOW]?AS%JD<33T:]\G3LZN2%3[+"=)]#2-KKC#_7YXWDQ!J\B^C^>);MLC>D;H]?K5U=35=PK'5Z+ V0LH1BD MNZS'UBC.)LM*ZU9;A37#83(_2DV MJZ?=1.X/2L9<;#T=EN-VV>1A-VX]VO',>LP:>C0#Y?!.Z=1[5DDDF? #:TIO> MN"Z4+O8^"W)LM5O3%_99N%\9;:L%=94!Z$E.MN)M]ORF92,S MH=!$O# #L% M<'N(09U.^^$]!99<>G;AEY54QMW|+CNLG!+:G9SWOZ6 ,]%+?"+6=05L(^K MSD>PCVL?ZTECKIBMMTGFJ+EZZQRZ-99^X-2[J83/MADVKN(0+BLZI#/NAD7V M%W1<"DVX3%SXZY(W?DZD5"HAG44FWPV21>/PZ D'5!%1BJS5"HKK4SV/&22 M*3FW,;#P,;CAP;^)X'+=&2?>[#/F%Q-M*:M;Y<)3TG_)EP5/R9>W<>_<*O">]NR.K,<%+V2X'D)-_J9%DVR6H)G>11,9@M'GT"$Z+0&8YEV M=,:2>N+%G>_R] NC=V:7)>L.F]UDV3RES\2_K17B3UMJV0OYT-5]55SGWGM=EQV\C7'*EV\7#(QWC_:#IU&RM%.MX;JY7.TIAERR:X;QY.FP9#/O.6U00WQ?^I^OJ#ZM'$K,,BLQ1<_$E/&[\YEV M.,=$;95__O3SK1[NH]B-O+R7-..B4\2.WJ8@A9'4,+'IR1[#BB#ZZ<<-',N?2Y MNNC_6+,Y65 T9WI)Z8UG[6#..5/ =*NA28HYCK=MDFSBE%_GL=96:U'@VZ- MF2/M36PG;."HN? 44UP],$\]+2*/Z=$R?ZK1C.H9L#59!P]=T^5MQ+@=(_9-M-3G@.3GQ$Q:)"UXD;F&1N$*+Q/K-O[YOJQ*RJZ[@O_D$C]H]A3^-)21^+Q< M:\(<_? [3(HCWZ:9G.6T]PZFC"DHX+)2XD@%OT',F$[4:('9W?\|D6M\S?;-]/N(29LLBW7&UKGB)AROPAMGC)))=S):]1_QG6K4X MG6ZV- $\M+UG)@Y7$DIUN*A;R/#MK,"E)*ZL2]\F%7B3:6O+@Q-5@Z9]^9^% M5.GZ)) XJG 2D:>Z7+V6/S0:?3%C&T!ME9^Z#>Z]I_X83^T6MV&F7ZG>J;. MCKOVQ\IGB<+:3D5;6#//V*;T\'6CDL:FF=)^6X+/!X$:B1YU+-B[A$!35H MU:2#>4\;8>]7X; MM?!-J[8GU!? O_2\ET^VJ#*"/>|_27H)V]II7L&'3*P4;/]2/FNQY!=.FZ$50D6@\;EG!O4+UDHJ M$R>1B9<4 E9%O]8"",NC7.-+TUV?2=63D15.#?5OA>![%1Y(UZRF!.)K/OL@ MV5$53P J0\4/.."]50&C^?F;\4_QG L4OQRQMW]/UG=X(>4=[*+K2QE;22'-M^GVW'F5AY_D=WA5D=<59?7'$*#V,8RSM9? F9(LIU;F(1W7M #]5(I)^FVK3 MG^2 A+:,36-?++G? Y<&5ZE2.C8H#SBL%ER5*SEL}:OUMKT8/*.EM:SM:*7$]M M1#9: ZZ*3#MJ]>LBX--V$'(YSSO0!27&UE5M*C5"VFI"EIL;RC M.]? FSLW7M.C(WAW4+"10ZJ;JRX$D7)$W$\0#EK6F7"<^Y8I+@*VJ8\D9>2)6 MP&=]Y1ECS.I[V3T(&622;QTY):W++>)B?IXU2G D6%F5 M!DNU=KWTE#D.NU["8W,#TU#Q*'$+ [V(!W*N<;U4>(8I<:0.;FF!SLG M[GOC M4Y[BFFPR\>B7P+54E"-Q.+@:M5[$L)3I%"D+;A.TG;&1P'DQ3W8)$>Z<3D[MSCE7BSU$R^2!SW@_NNO\)55)2I('5WY122LA@]F/3W=*N7W#VU0\@6]2B(L3 M5U0'[,D$TZ M[X3)@M\2/=X;)253L;_<<) %B5H17(U$,MV<6I;399Q@M)AQG8OED:*9JOH9 M<"?]QQ4M\CP)RBD>.|<;@1GDF'#)6$:9 ^./"2RL!*2RFQE5L3&4T.\&VFNM))%43)V'_R%\RXEPBLVN8S:]9C:L M5FRFBE@R2-E!Y2N3 AUKCZ6[R0QUR9N=K(]T6<5F8\L:1.3AJBE\ (\49R7%# M2]&E<_]3#HFE+>"5ZTP1M8RLE@XYC2(-A>4]&^*.,3"\4L'YH-H.KV'?B(2@Y M]-K68^N>S(D[GHN4Z2'C\]YIB.R3M.9LG!(IQ!@30Z]+I=5NMJ=A.7-]M-5-L M5/:]Z$I58,.6]_)PFZG[TKY.-7DGN?!>G!24E MV_E^@E"K^Z:1N8_S@IPP3HZFH6?F)\U*R/]P& MP''C#\W.E:+^\Q#DNI29;Y,ODT M:G;BB56=3W>CJQMV!N;,@HQCI7T;OVK8;#3? I-=5*5-K'LJ;D&LPT"'GHE I7<6Z MK_CU]/E=+0Z:?,FO]*$ZREQ)2;^LV&YW.FV2FVO!]J]$:@#3\1+B[9%CKZKUI&H-N?MXX6 NL!=8":YV9M?H]HS. K;5YQIR91Y5S1K&2<\;L?6:X(MXM0!B#9B+.FZML99K=?6P.@-D>A2(;B 3H"/PNBD/33Z;>RRJ!!<0"? 1U%T MTFEWR$U%JDN%X (Z 3X*HY-^R^@W4;,BK\PYE+7>))?&/?A@)?YS&J%#>&L49 M49P1\H#N "N01^'R@,X *Y'= =8T;B@-HH+G<,1_8*"VH@=(G;X^O)"G?P2 MYH"6PM$"-@$^"F,3KM'IHR!(A= "-@$^"LNZZAO=-I8U*X06L GP412;M%M& MLXD43I07TC&6A4+9X'? P^^M3]/HM=M 2W70 C8!/@KS/3M&QT2&?H70 C8! M/@ICDYXQZ,+WK!!:P"; 1Y!?7I&9XBC))&5I6,D"X6R40:M4/Y'&;2X4'8_ MOY73^I1!*]7- =8]+X+ 6E?OVUVC- \PO>PRL!=8":X&USAW;,XFU<"@)6 NL M51($@;6NWO>[1K,/UM(\8PZ%LO<4RAZM%R-"U!%S"N:4POSWGF%V<&3,Q3 ' MB@)%@:*,-7N[<-,AK(.URH(@L!:Q5M]H#O++;V@#6 FN!MF7RWA*2+$", <-? S\,O3SPZ6OXX4@_KZ[M<%9>'YA&IX,J3^,< >XXTCN-MZ'6,5|<%N%0'+J 3X*.XC.&^T6FB?&V/%X (Z 3X*HY/6T&B9L$[RRGC;-#@X M2"^5^- >Y#*S(\29"/LZE%\H09^GA7!:4\1 S(_*[@ KD =T!UBY MJ#Q0HDD/Q_,Y5+3+:,\6.W6$'KF@6-%$S! QPU-$-C"-=@LA0U`J /4<71: M_Z"-&N,50@0#!/@H,K6J.T N1(7@ CH!/HK;O=,V.BW028'5?Q#"VE=EW!"1 M'$T]>M'DR5 1+5O>2]>?S^@R.*;@?G#_B85\N@,>@#AEI0A[G#B>T50@O8 M!//@HBDVZ7:,S1!RK0F@!FP ?A;&);,0&^1UB40VT(#- +DSB6[!L/CAL'LOQH M*@/A^M[DVG7N12VL,)21<&9SRPF0HX5) )/ J2)K<7"K#YL2W -N `<<*[*\ MV3(!EPK!!70"?, 4 5Q)\|'R>D$U@GRM/2-,WV2(R18T6.|\?)6C.?1/)? M]05<4APXB0,G"\O9,,PV3LE%T P,I2- 4>!H\|1%\G&Z?2,3A/K('#805LE01!HZ^I] MQ^P8_29<=M 6:*LD")MD4VP;70'^3%\X71SLB3>@41 (B"1DX)R?:,/HSZKA!:P M"?!4E$G2(Z>$6>H#FC0T2?3 #7@%O%+8]H26T1^BZ&U>&?&;QN;0X%7UXU!? M56TX1T6K#.)'Z&8?\+!V44YFL:,?GIRKS:+0@J^*F(^0OR@*) 4; HD =T M!UB!/* [NL@&\D !)\W\SL^,-!E&B>N)-4U$"Q$M/*W<4J=3ZC4(?< "YBA< M'Q]H?K,T3':.19J U@*!PO(//@HBDQZ1KN#P[ ]!:,0"?!1%)D,C&8?9%@>.M22 $K@Y/F(.#BIV?V/E9U%31-UO8]8D &?A)0[BGZ[>MSNH-%XSSPB455X$ M@;*NWINM_'QO4!8H"Y0%RCHS90T[)BA++[UPX5!G?5V4<@46L']7'Y#CO 5^M M7GYAP5J#!-GZA:PZ;1 M,4N][4K#HI$@D<+E 1*Y8(:&:71@#*%8)+6 3X*,PDZ37+'M9? U-$CUP UX!-MKQ2VEM8T!]W\CI*&!EIPWMJ9)K&_ 2T_25^K$M7=B'QCW3NCXGAC[4)72-35 M@+@&1]$MJ:K:,?K/RR;H:VI,@*Y 5R.K(,B2]):G:7\PC FF5%T$@+;*P6FVC MG>/B@*;TI;&%I0>VP%_@KS+S5ZMKM-J5=Q"UB"PB&>X0B7_T/048*Y(V:\L4 M:]U,=AP\="P/5=<9.N^R\\#(LWI:X;2CA1$*$BE<'B"1"U}+;6/0PEG)%4(+ MV 3X*,PDZ?2-CEGJ_=\:FB1ZX ;\ EXI+%^_;_0&I=[SHT6\'IEPATC\GS(2 M'*$25A0%SMTBLNY<*2)?!-*67+@\,)+[,3#?H"?<'$T@MT>D * MM%5>!(&V.%7"&.1825)3UCJGU87DN/,%&!? RX5Y$'>G+F<]M\4_ 37V7@(;3,R&R;IM~PL>C ^6QDYO4^X>5S2N;)56'F27?)+R=4JWJY +N G>!NRZ? M^)8D9YVV&MUV :WMHZV3/K\FJ[_^N+0@C9_QT M*F96[3E90K_X@8BFDOX)!:0S^GX:"DE=M\4_%IX4[:8AS*;9$99G\X>V^C!. M[@J=QT/N,82_"$0H)S-ZJ0CDO?064OV:_3X):28!3JXL*/RY#*S(\;U06 '= M$=*;7?==_"&\R8WKZT)T,TK,,VXOW;QDR\;SONJ*:\U#>]/*N45C(%-Q*)*+'WWU M/,,/12#O'->)GF[2^S<%[]?;NLU&I_/F]NK'+;^W&]WA<-?O.WX;TKV[?M_Y M&]Y[AO?N6!$: [%P0Y1#AZX2[:5#'I[EFPWPVR(D15I9'T5;H.6'1O'I?>%*24 MT.2__'35N]HMAZ.6O@O#%$:U$.L6G>^:Y\NVN_*)/@23^__3^>MQO@.?I M%'\:W@Y9#==!TOIH:.VD 9T1?,3?R"#/:JR RI[--2S2EIDYMNW^6HE]OS3J M8LN8VW@QD0-X\>6>X*;9.0U48#^ H(=0P/S7*D#*B[*;6]M7A(.0N%QXIKZ"IK%#OCO:#YCM5\%JB29*_XB2PFSR-B.ILYMKO0I5$$.A\73L/ M%0 *#C=0ZK*C!%H!K;AYYZ$"-4S%LT8-(UF-[]:UE]N(:7P"O%\TIW8'0Z...F0G ![KX!7 M"N>5=K=M-#NE/I(/O)> ;_HQBNMCM'L]^*T/+122K4@R.&?Z"9ZFVC:Z97X4QH*5PM(!- @(^BV(3+WP_Z0$MUT (V M 3Z*8I.N:;2:6%NK$%K>)L!*84MJ[;,1V[_[MF9P0:[5>=#V-9K* &$!'/.) M8SZ+RZ$P6[U5%<_7YIA/?3"GM!G2+ 6N5%%$B+6,LTNLW\0FA@+:; 66 NL=>YE MQ*'1O3 6F ML%8Y 36(M;J&,VS'7E;9=8Z>V*;ZE)RRI=ZXBEAQ$1.Z[@L M]9#L4Q,1ESO*^-V/+!=11IS767B*,|[K5!-*:\V#TAODM6=?IP$Y0%B@+E%5 M O#0Z+?/%7 $9<%Y!XN!Q<[-8IUVQ^@,!F Q&%Z@+%!6*2BKWS+ZS?RVXM>) MLD[/6D0UIY.]>7_V1OY.BK>_^6'X3HP#?R:^SF5@18[OA:CQ_,HZEGIPG3ZE M+2$/*_J 46!/*_[P HF&2@*%$?? VN,HV83:XUH%(@M'CA9!1CUHZZP!1--H MHD1PE=_"6@&M%$XK9L?HM89EA@UH!;0"6MG,5OH]P^RA\'B%T):.T43BO=_MEM'JY[? W50U:05$GU\"%$\'301O;Q'9VU9[4';FSFG"?U+LE<[_Z QAKX!80"P@ECR)I6]TVZ4^Y>"]?94] M,]+() 6F:O=?GZG/&O^6?"305X@KPJ2 M5|<8ML|5(T@;]M(X"|QUND1;?:-_-E|> (^K2QO?3 M-U,@,9!894CL;:]OM.M0 A@&&+@+W%4[[F]WC/X0O\;\!9GLN_=>B_JF/^G#1 MZMT[7W=HK[ESMG,O1[X5AC]=S:V)O/9\6Z;W4+OXY[3WKGR\MIU CKBR^_T! M>#'S;FTGG+O6TPW>CNW;-OQ)ID(MA,W)PGIQE_\N0@C9_R4OD7=>BT]FX#V MR%VD)!PL,?=X(+!;YCZI;!^$%0V14PDG?R;QZ4^6$_A[=6/RU%<7AF/@8+EY@%XC9S+B? 252)==S(;P.XUNN_UF1QS_M->A*X)XOO(ZBNU_\08132?\$4IHH9?3\-!2FV M^C!.[@=QT/N.=3%__*LA4U=L<5'GV4,QI_4*I,%?R:G%7R+Z"^OB 4%OU? MS&7 6D@H%_Y81+P: {0)Y+[V%%%8@^;*Q[IK^0RC>6C-_P3A.=(ES,A$VW1KY0BT<$]7:A_(FE'.KH(%_M1:$LG?C15\|7[>Z=T+ES7"=ZNDGOWY3RK[H6;3;:G3<)N6WXO77B;\-&>W"& MQ^YY97^8_=_EWW_Y+G?-@V[=L?@[N-1),2|C:.E$M8$?!CG1PV:#0Y^ZTN?M M?>'^]|+>>&|/O?&CS^JG@(*>+4Q4I.4RA<5!\][\]NK3[@D#GZ[HYJ !04//.XP!K'& ->4!W@!6-W#L4 M"CF'._@%Y\]2CL!P==C.?4XD&I3[#.=]?V\|QE0"BBE*$KIYU>N')2B#V1 M*\"4PJP4G*@%?2@&E@>RM%)PF-862CG[6]:QTT.#@-'B0/DG\56GH 2G6 M B(:/HHBDM;>U%@@I3Q(9, 'X7YG0!*=8 "(@$^"C-)2AW 0EY69>-6OP>^MO1A%B%KA/$"&+!;#JVAEGG0-R/"(4 M4"D<*J 2X -4 JB 2H /4 F@=40"7 !ZA$%ZBV@=MB(J(M!/@H.FT62*D.4L DP =,$@ %1)\E)9(8)(@WTK+N!5*5Z.86:'|(&P4,T:C 7&*@^"P%@PL4!8(*52(B$A0+7)@)] 3Z.D2]-3.[VQGT!/H"?0$>LK5>AJ GA_ M!&.5 T%@+!A4>F8DAS(NK$ \|-? #T,Q#WSZ&H8LDLBK:S:<4XL&;2 %"4 ': M &TX\0/LZ MEX$5.=Y$R,>Y]$(9XB [*('U"0U':)P%H"H !>4!1H"A0%@=N@.LX(DSZ:.F M2I9,^F:YU#3+L\5,'59'_B96&1 ;1&SPI#0UQ 9!&Z -T$9AV:VU1@IHHW!Y MZ .&&K(T*(05, GP4QB3(Q2ZR[ZB4WL*>ALBDJ.I1R^:,/!DJ6&7+>^GZ M\QE=!@,2M _;+[B*3]V1 MHH7!fZ@*$&M(&#!$;H W0!JR-^B(%3)\P #1 M!"E(IM(C7/6K]&1@N2I"9=ETE1-&O(?G'N6B0?8@^J\(FL3H W0!FCC2-IH M 2F@#= &: /61FV1 B8!/F" ;(4Y%1!$J3R??O! <>,HE1]-92*-D ;:H(UC138P6R;@ NX =X [CA.9 M.012JH,4, GP 2M$)[@@STJ/$-8G2<\8.5:B^%Z<;+7S223_55_ ?.1)C3BI ML:!E#QS4"_<6I*0A7.!.U Y"<^>PY 3P@A@K' 6#"HL,/;V?,03PD95B F^-D; ^3,IQH$_ M2R.#OH>(++(/*VQ G%.?WG9*74YE730G2^$=" 0$ @(Y160H&0[6 &N -8XT M.UK=,D-%0[-##\R 4\ IL$3T ,KI:6R;AN70N%3U0U!?54$V1P6B#.)?ZG&8? M\|+1!V47IF<; ?_GIRKS:+0@]J*F(]0OR@*) 4; H4!0H"A0%\H#N "0%R@/U-MD_1P,C\STF08)7XF5AH0%414L-@=^[4&"EBC<'GH X;JLT9^V^9K#12P1N'R MT <,U6<-V!H5 @J(!/B_^:$'4' PG1Y1]1>I#[5L3,3.S.+FB::V)@)3Q;L M1"% L,]+(! 6"$Ol;#94\MY7R1O10RP0U 4S3AE"*# $@%K M@#6.K"#=*3-48(G $@&G;.8IL$0NG#Y5UP#5WZ4GZ2MUC-DL0_\>R=T?$^_M_0"!*F3<:D#*VR+AE$[/R,-:FJ$=@*A 5B.HHH>;G"6M*4_K #>P$=@(!'6=& MY7?"K*;TI*$5I0>L0%V@KC)35^692XN@(;+:#!'X1]!3@+#$B:?/F2!'6S:2Y MP<3%H@\674XS3Y'2!ML3G),R0\M/0 %E@A8 ZQQY!HC+!%8(N 4<$I^:,D" M*$AINP#,_BDCP? $H8451X-PM(NO.E2+R12!M*6?J+|_W^(; =UW'FPC'BX^X MA,&()0XL<10U0?S/_QF8+?,BD*O80D>I;0[05GD1!-IB7[GJC*6A.PWS"CP% MGH)YI3/H|(4:*N\")MP;QZG7F%%+CS!1G7LMY>1!OIRYG/;?%'?TU]EX"' M/;27FD<,ALFZ;?L+'@2,)0<*J .328X9=CLE6H7YY UL85 8*P%M P Z4 M%@/+_ 7^THV_\DPMK#]#P00#A8'"M*,PF&"Q,L'2F"3]EX-EZJ_^P:S5NW>^ M[E"-X{9SKT8N588_G0UMR;RVO-MF=Y#[>*?TIZ[\O';=@(YBAR?]+_=W%S/O MUG;"N6L]W?"OMW/+MAUODHEB.W%SDK!N_,6?BS!RQD_I6]2MU]*S"7&/W$5Z MPLT2?(\'(]QE[H/*]D%84<$I6OJZ06FO5R4B>2?_YL&9+N/B:FSB8+ M6.Z#]13>7OVX',7EE? $8"%AN'H#7R+F<2^=-E%U;3D],.H]MNOWG^YI50 ME<]7W@=Q72_^(&(H+ ^,"=04,]^>&@I2.&F+?RP]*=I-0YA-LR.LS^8/;?5A MG-P5.H^W&(=_G7 T%PE9.9O50$\EYZ"RFL4%AB+@-6,8*P_>$FQ[WXHV!>NO8=UW_(11OK9F_!**0'AS+0*V!^W$GZ M4CUAWJ7FI!P)Y=RB ML96I*)2V%#_ZZOG2(!=_O7-<)WJZ2>_?M.:GWM9M- M]=-PD[;OB]=>)OPT9[M<(;'[GEE?YC]W^7??_DN=!V#;MVQ@CS8N8"\28T.757>Z\&E,]V&V720$SUL MMEB*\%^/60+.[_>%KP 3FOB7GZYZ5[OE<%223&&X.=04>8A5Z\YW[=- %^UT9 M(5]B@^)G-BC^=A2\!^#XU^D[#VR'9,SI(&AH*#=2>0[^1P9_53P%S1VD.E@ M(+V'5DKL>^71EUXT=S&BXDM9<'= =.8.0?AS(DATC\7XUO M#:)"%OZ2T=RE1Z+"":K3G]3U4NP=/*P==]-G$*'S9,@,`:8& P&!@.# M@<`:8& P,!@83-<]LFL,%%#*!=2?#H&@%4]& M@[Q!WF=?I,?= 4Y\N'K_KG*@ :F 5 HCE5)7#P>E@%) *,11BCG(KTP(2$4? MT(!40"[%D4H+;_9,. 7Y5]@M7L9P% D^!V!&:8HW/= $QBHO@L!89%GE=X"@HRE5T3PR&0V5!Q'Q7'M M)A+4BCM)0#683#KYK1U5O5; <.VRX (6!PG2CL';Y\-4C/ 7^ O\!M_OGV= M:ZFD>@P&$PP4!@K3CL)@N6RP9;^:U%'U<<#^\M3N_CG(HR<|=.I('E1 M_7O5P+VB\ 3N_ GG]HWP]E=GM%58O_B!B*:2 ,@FD%#/Z? AH*Z=G2%0]8>%*TFX8P MFV9'6)[-'[*A#,@PEN$?\EYZ"UDJR9Q3$.+N27SS%\'H!)&<3"A;Y)&+!' Z> MZKB3BE\\A/R9<,Y'@3{@)??NU:3_XBHL<_2OLV? M6PV6B^2;^G876M M>2AO0CFW BN2J2C4//0 ^NKYFLN!$SIWCNM$3S?I_9O2]!7:NLU&I_?F!NK'M+;_^W&N:N7W?\-FRTAMT3HRW?6YO=G5(\PV_#1F=XV#MWK.I- +G7DQDN_(+4$ M-I##("(=N6)E$!7L%QRRLY=7[PM?5EH6;>WL*-Q^5>E 8;BYZ?,MW99=]B>YR MG]DN^]M=\;//U#8]#6^:"Y^3H(&EH*#14>PW],+6\R=ZZ0E#$5]9NOYB%,G-L MVY6U$OM^:=2%_]8>+9'(?SWLDYHT:R:08TCDJW.X:<]UH/9WMJ\F!N$PO%$ M-/47=(L=[BUQH*_P-*"R/8?*F+>MX>M:J #U+@>D;A00R4(;$V=>D;A00R4(;$V=%6 M^!3F>&+6!&&5!$@K*OW+3 67$6XBMKP.80$/8.>%0ZA>@GI('DEJ/F*FJ_:M^4,HWX/R/5O.D6JB?@^V\H#!PB(@,# 8#"YXGO \M(2[P0@IZ=$.&A_UHT M<:N/R\YFXRB\]J_7?*

*[,CF-(RZ>\31?#G(HR<\=.IEM"]/2=+Z"N!P7*7-2Z% M+4>!M$)!BQ_,5],IZ(FNXWN&\,Q?&,(QQ/15-(_@91B1H^9AD*2I&SQCX4G M1;MI"+-I=@S2V-G<"NC[R#_DCG8C';6"!'"$R**DK&#(%;9: -+!P5(#H-I,P?0-+;^0N0N=>E9<=$1%;=)GM3!QNAV7;UIXGYG'B M6D@""(5%]X8+-^+K)X'_$$WYP?_[X8]OGPQ!.:lA-X_<'I$Q/W#V)D+!$[Q3T M((]@9TO+E4$H'ARZA2"+'0X_RD8 8\]\D M$G\QF;9MHZ;Z\6TDLL5\$E@VP9OOG0?.,"6;4,E4/L9R2!NS07[4=8>?1UST ME.G.,WE^__1UU4[]4[)"'B)#'(`-'_$""B?2I/?.IH|INNOX#OKE'E0'@RKC9 M8_7-W"\Z% (-(T-T]YVAFV:,U] Q6'=(IEFGC)<$TH:!G= XK=&#,\P56U%%ZQ:GY3F$("NXT\BRERMY/#YR\>O M:|\; _)]!T>\/CI#!./!G]-'H#]N'=_>97MC.O1BY5AC^=#4GFKGV?%NF$"+D M\L^I5>G*QVO;"-1]\0WA>#'S;FTGI#GHZ89_O9TS,WB33!:-XRET)NMQ\1>) M8]1O4;=>4U-O[_Q'ACT]X689MWD\T+)]C;:N3.C\%/7%Z[?HZ+/#TTG>R;]Y M<*;+!4TU-O$]I36FQMY8]H/U%-Y>_;@"65\1@#"_6>-5CSIP%LC. &-1*4-+8T*_*5(LGC_C" MS&/6IZ5&+61MF.//3?I5>Z6?3E0Z%QS_WQ.)3*TB+A1AM,NV/ZHW^LW#4 M$"5"L((IAQK/[=EJ]0=$^/K^?$WI"PXHZVZ^4U.9O1)_!'+_W&Y9V-XW4@PL%-X_A\IR%F]9C&GYC0L6(;'$S>&SY-HDU_4 MJ^P[/ 6-=DVC65^P47_Z4B) [=@7S4LXFL0]RAN&;=HH_ZKMBQ/A?]?_D!C!L M@<\,TM"3#V(WV;<1])%]Y9,T[H_P5U_B:!B[8_8.W\\'2@C||/$@>GY?97/) M@[(7,0 .SC$9;:&TZGEL[]X'-?7[MRUFY?N0AS!)(/8[& [W'VGGR!NH.S\$FIRG?WA0LCN_(.A6T_O3L#[Y*Y/2KB M+'0UI$>UZ,C*39/(A$^P0[@PP1#P\0KX%E$*/H+_PKT'U52W5]V]-<_#O ;N M1/!|P<' W0;44@W4KWZ,O8=$#_6FYP=^\GIO?K\H;5]VUJO5&ZVW>]%=\+U= M=59]N^\;M?N-G?\[>6U6FNNE.(1ONM6&]W-NVOOORMM9>V6\]9@6 M@$/G0-BPV/,M#\G%<4=? GO!%;PWYR5,IF&?3FY,2'WZ'M2ORH/Z&3VHQ_7B M'SX8+VHW?=LD4;,,DB8+)0LMO85^'+GA<"VE#!GBGGEH)_-0QK[G\?RFQ+Y>_M&K>"? TOIV;0<"/_F4PMJSMIJJUL+|R;1C\R0S' ?,ZR3&9(9DAF>U0P?Q^">.MKDW8)T,D0R1#/*HAKLWC)!N\E!TYG1G<<$32,FS.F'X;R/;.P\/<6*C$E2B% MGWAB;3F\@JO!%\&!4]2'PF864RE;"BM'UL.O2& (8 Y.\!TK%;MHHL\G-!@Rs?^)-!-IG#0'$(#'B^8F0C[HPC)I$ -|.5]GR(DTX+'L M'/RBIV4#0W.%B/]^B]QM]-E/1K+GPRCRGN$-\I5!A+1A//!CLQS.\6&8?BR;M!IG%0ZX)D/*1?W3CSP-H#SZ?1&"3X9"E(,07\WXT#&%/R!APC!HO(EFDA?*% M)*H"^2;^&X# HL$ .L-ZKS!DI&%Z8U>=;-0X1OXRX.'@LUU|'O4? P!L$B_2\ MNB^2@ 9G#WZ@)!$-0.A1_\|*3TZ&^^S&GA(P_N2,XKIC=LMY!|K%7_I<",R1 MWXETX8,H. YUCX1(MHLA"R4++,*%$$G5=5U*))(ENXR^5 ^$? D421&9(9EM(,B22*S%)#,B\BBR:!#) M$&_>${DDZFIVY'1F<,,122*)(I*H^LJVPI M5W1+)"-YD*&08I \R%/#(4,A0SKF)-(6323^>_5;E?WJ6p[+ M*^E]YC4Q*!!=WSFH%!RKUKAHMKX36LQ%: O!"L'*V6'%:5@MNWO):E,>6"'7 MY.SR(PY X;8;:NO/F^XS&I#&$(84D)EN'[H:%]T$8-C,L11&:SC:-Q/_A#9 M,-B_1E' A1M0;(K F\! [M^0UN]ZQ[&;GDO6EA"4DRJ$X!"P$+&<+#EI95K[4O M65M*"'"ODG)Q='H0A)W5.;*O3I/TEH0BA"'*(KBCB6+4N8<@2#*`T]>-HW>=D MQ&,"[:.:]OHKUC<-ZUO=0+!2X'>L9OUPN+,)3?2;5KER*!2!UN5J$(§6>*O- M|N'2,$]*6;0G)!0B1+ITI*!;=]U'Y[5!5'I4CA'"*$(H3:2JC:!FW_3LG+LV$-M4 Y)UY*3;!PE1*CE(Y0O<4WZI%?-D1Q.J1X@:T@)QH 7&J#!JT%Z58+Nj. M2T@)KS|L{JGK7TW>=>M6LW.LS?F,5&E[3K%%@C."LZ/>^&K7#Y?W6UHT*\^6 MC!PP0BQ*K'W2 6W.JCO.]6-6"3TP J^+ *_RK';$6>H:A',#/M:A\.I MVB/ M4/.@Y!F*!^$)_\)CM$)WR%DT8$*SAL?\B8N>-*,/ISO+MW#0ZZM6UBV8)/R:GWD6K#$$*04'ODC6EA)!R[4X)];QN!'5*+B2R.U(ALC-*X#A[MA(-(BXFS]C17QFZ3L\J#^7%SD=BBK:-$DQ"+$.ELL]]HI1RT(SM&6\0& G/(9&= MD9V=785?N2TA'3SXA]EABCRW=QHCX?XC_9_'F]'&XFSRWP2!#]RY!&$'8&2'L M6 'IZP,PNEU$&T_:>%Z6D,C.2(7(SG8(\,!_75BXY9_98(MAE%:UU6]_71%+ ML1WX}XXB^'=L#.X,!:,,@2H_]{PTYJ]1O\]HFXQ-_18S$$$ O738T[]+5)\+AV"YOQD ^C;]GVR M6P=]>[W*OL-31GILV17,@Y]#2S#QV<<@/O-B:/R-8U=:,N8Q=YO'\N7XD$GQH MZOEJO? XR&OFW7HFPR'C+Q,>"E!4_%FKVC0_JQ:LY5;-8NZ*7#,I023$2INH MV!7NE%$X5]U!8KO .TGOI? (N'\A^MO&N>^#WSUJ'EI84=]%2I@R@J/B-YI3F MKS64>KM:V\52;.AJ9I'SG5[P*^P^/!*DPG_B^AWMW-[P$Q\DZ\=2;OIGT-? M37(E^.C&GP<#'N.\1[%L(W!LI^ ? D.TA@$'IGGBWXJQ-Q+1?%MK/I(2&4:1]PR]-+.Q#!,6_!L_A9?_%B61]- M^:]ZP)1V'#R! P/C7>_SV8>)Z'@RQD,;AAQ(Q)#0'#E6E%_K0"`O%W0BUX0 MBN _!UG X&5#EVH?],0]M\.!YUSS2W"S/GUU">2M_Q^\&S^ZK>+C[(9O%[$DU!]+/7#P!^\CY1/NA_82ZP(U*9;,T%&W+W,K!@Y2ACD6)8ZX:1*9,PWL$*ZD M, 1\O +.4)2"4^_,<.]!-=6M56MOS?,PC8$[$?Q><-@;@ MG1*&]3/7JN!D\ MFB=?^#T_\)/7>_/]17>79&O-6K71>JL]@P7?VU5GU;7JNU MYDHI'N&L;K71W.S-%;E6G5,5QIF/@1H7,P$X= Z$#8M=]? +0:1!WI.4Y4VBM MH5G?ZGK$Y?3FI$66OH&W.;ORMG^6WO;?>O$/XS+O9NZ,7)MH@R"]@,E RVI M@7X%P+,;&>"+R>#DH!#^G3+1848.8|_S DIXMZ#T0.UI.*E4ZX5YD^A' M9DAFN(9KKTY0&9(9G@0.Z3=P#+1/HI!/4UH-T"&2(9X5D-<>[>":)\VY*45 M.T&?>3ZJ[.7EIUMM MG<>GN7&0B7K12G\Q)-KN8+**[P20-D;$M #8EG)24 / MHJ Z+^6>;DY3S6FJ.4W%VTIGK'L>J=UB7KS0E-AD"DI,I ('(.$*EWK%K[HDOK M$H@0B!"(G!-$&@VK7KOH6KJ$(80A)52&ZX<.^W!LYY> [VBQ,5;.2IZ>K)EW+++:R)\T7:0M!!RD#0,26R9MNRZQW2%/E-M-M!=8$)1 A$S@HBC8N.4Q\30"CKZ3@[R.O+2_]DHX8?:!RL0MNQU\ MTZB^U>7P*\5]QI{$ZSY)7!3.D<011!%$+5=V=26U>@T":((H@BB2]@N'M!%&P>V!6K99SK/K.I<$H"M.16!%873Q8M6L$5*<.!VZ9?R;'IJN1+BF_5(KGL\.'W*'$#6DE.M) (X50=MVXM2K.%TQK6DA!<9-I'4]2\K MC7H#]NG''B7.2)5VZ@19!%D$67M*5MNVVK5C><,$6019!%D$68?=O-?,EF,[MUP]9%&LD[+KTQ8X@2T+6#>P)#X56!fKQ>H1: R5/0#P(_<7'I,-ND/.H@%+ M.,#(8N+1)N)((IHXDAE4R%*4'$!LB##(44@^1!AD*&0H9RW.),=']-6333^~,5;E?WJ6Q+(4@Y6RWQ0V-DJ0<@LNR8)]U,49 MU+D!EX1$=D9V=G85NBTA$2\/$4&7!=PNP+4DF#KA)H04Y7H4A8"$]..-<0'+ M3. ^;U!1K[S)H'S)%K_?+UJ9NA,0F %#;E512B0V63*X(>9,C0:U?J4 M,MCU8VF#Q=S0@S[$ 4"D<,SSAS[VPO6\2A2RB4I6 M$S!XP5SXK4B#)\)?QM%S,L(7_^,CUV_60RTH#]2[??CE"&"6Q\Q%0Q_"*-,>Z,?^)(&)S$2@!*[^]YB^@@ *_349Q ME Y'IF_0U4C!# 263I:QZX%ZXT\GL=_/92.D1/F+/DH/4S -+]2!$_@SVMA M.#/R_/]3Y[R?,:=6Q#P?3QCZ.8IBX;2#,#X+H&9O0&<7!#{C[JD!^ O.U&#*-E,=.1$#/E=T$5KA-.N=]=@H=$]'2RT#X0*]KZH8 22H0(8!,PIB%KB M VO6WN;/H$K'(',WCTHIC$%+D$"#^DG:"RA.1?W%DL+34@:??OWX>>I32XZB M:]4ZM8T%, (BC,.MW++*?;V72L9 PFIWB1*33KU=:4*:1KIS.%Y]%,H75D4RB: M ;PK?5"77QL9<,SXO&S)3\3LUP2 M Q')?N#W;ISL)S2W_U?]RYG5TG/CG@^CEB.>\3-R32X^U]/79H,9\))>*! [V5K[OOX^O" M!\\7X)^^WN.W#Q-T&,)A(:'.#Z6EZJ-Y]8$&"=.*_&D%]/6A%[T@!, ;]K,0 M[LN&F]Q]4"O?3!\.M.::7X)7C>FP-\A;_R].SBC++;9!SHQ(6W %T]MX-GMU7 M\7#W0S:+V9-J#N3.?_$$!"/G$T6HIA/]@JB"$>F15>EI"Z!Z'E]:CJL4OJH4 M&M_X< Q_L:!*QI8Y"4>8\R72.*H#,#'W.$@90EJ4E>.F263.B!{#:!,P!'R\ M K 6I0#/_@OW'E13W5JU]M8\#Y,.N!// [P6'E.+OK>KSJIO5WS7K=K=YHZ_O;Q6:\V54CS" M=]UJH[M9FRL2V3JG'ALT'U\V8+T -'#I'PH.%BVYY&,B/,_KRG->TUC#3,W7E MY&QZ<[(25-]@F_6KVF;!++=9? ^O%/WPP>ZW=U&V3JRAE$#09*!EHZ0WTX\@- MAVN!\<@0]\RT)P>%\.^4"24S$NE6B_,FT0_,D,RPWW, ML$YF2&9XRD)R9(9SHGT<@WNZEF6*=@-DB&2(1S7$M?=6R 9I1UY;L1/T&>BS M&YM7L[T-9'OGX5EN+,%0V693"3SSQ?N_2MU=O4[LS]QX0RTK.K'H0!=6Y'_=4 MIO*=%.9;]IG3X9Q"4@AD&*0H5 =T9/0+OU>_59EA9OEQ'AR M354 #\0W]>;J2$R.:5+U9MVJ-0[%G;3Y\@s(F>?!X'(.4#$;EBUUMHDOC+K M#8$(@0B!R%E!I&-UVX>KED.80AA"RG .T"9-B;QO2M+HI]*>HI[7:O>.-Q)Y28WQFI:YPBB"* ((HK:#J(95LP\7&",(M(H@BB"*(.NBYGU6O$T(10A%"E5%="*' B3I<5L+MP-/1,\[DD'1Y0/G&70*! M6DZRJHY\2?&M6L27'2?\CC7W,/TXT?KA5!TT:2]*L733&5>0$EY=V$12U[^8 M-.H-J]'IG$;_KFQ-(<@BR"+(.CUDM6VK73OZXW]$$@.ESS0\"'WW%QLZ=@3E]<.2,*+)&)>5,A0RE!+(@PR%%/(D089"AD*&4HITE1N]HD94W73' MF.X8'T);.G3%>(-BK!>G,@0!"GG@I16^YVI8200NP,4DN'+R?M*4,B]LI'^7J1'O:]]N$S*F];4 M:W= -)=U(V\374)=+.LYQ"(CLC%2(!VR'"'_]U8>&6 M?V:#+<91&M5FO? YV13#%=N#?.XK@WZE(_,'KKIY0WI^=)31+9\($'X[A*\-_ MR?RP'W-7<(^]f7>K-09-!'X46BR*F>V\M> :EHS@=_X+&\-K1X)QD)S' I&& MG-5K%G-J3L,""QY/W!@^3Z+US)] '&*U 9/=:QW\Z1<{(!=&+;QEOM-N75]4K[+OHUPB[-D5S(;?3V(?YAA$CZ]WV9M&HUHWB)5PL*>ZMZ.76F_\&./9VK=L.O-*;5NV:=3;S"APZBUTE3K8U$<.1KI9_IOM)XIUWM9AI? M?-'BV8!?-.O5UL)?S,W4%O912F.88RC>PCK4\|C>/#\?U5B MVUY"}_(-5=NSL{?HHXCE*OXHH,1-TTBLV7'#OGA$/N/CU<"]S5*$WC]"_<> M5%/=6K7VUCP/4QRXS\'O!0<[_/[10FY MLK5FK=IHO7VX^V')W;56?7MBN^Z5;O;W/&WE]=JK;E2BD?XKEMM=#=K<\59 M8N=4).[S+KZQV@7(T#D0,,2[B'/O@K;9.QJ]J.79,K?6\(1NE?1W-KTY:4& M;^ O_:K\I9^EQ_2W7OS#!.;,T[;9NFV0#EO'09*!DH*4W1T{\C-ORNY28A0!PS MV8D<%,*_4\;T9^0P|CTOX(1_"Q=A:@%ZY2Z5:+!R\1#+8XT>#Y0K0;H .D0SQK(:X-G60;)VY*45.T&? @3Z[L7EML=M MG<> MGN7&0N6%1"G\Q!-KB\R75W@E2+(US%8'Q+*2,UL=)B(^G0"R;=WJ,XFHG)[= M;.'4N5$D@?9#ND*R8-LAW2%Y%$]>9#MD*X<99M)Y. VD? BOFQ>ZOB)*HW/? MU"Q.:8\#$0N\N;K;DRP4K>M6NVBRV03 MK!"L$*R4#%;>U:U&^Z)AY4!JL_9_^.+4AO"%UI^SP8IM7[*$' I3%N.54=&P MX^C)%&$\8OW^@JV5UFA? M.I*V$)]0?!0#31HMJ]%MD;9XEJPO%M0A7""%?*ABL-YY)5Y9B80JE=.T.X0KA"N%(R M7'G7;EYZBB'^%X0A@:.$]&ZXT+MI7*=E=TR.4)"AY4MY!.+R_\[C-RQUR)/-. M.!S&X@TIO>? B8A0"(S!)HI,D>9#MD*Z0/,AVRBD;D@?)@VR'=.5LE;,HWAA1 M@)?!BLL<7;) Y.DLCHXV-]@>W$:0XA"B"*V#*]+5A1"E#(@RH)=& GL&G&(MA%0V(9'1D5:=.51"%#O$'$V!$MK6E&M;<]&!$E(4 A+2CW(B4UU%]|(4VAS M5F:!D9!(2&1ZI%4E%!*ED!#U\ U&18A.BNBDU@BU>>UD4N51MW(H$P'6Y6H0 M =;=:!YL8APFQ:*M9&H&1D$A(9']D52447M&S7ZXHCG%VKME':"SCMFS854#F@\;@[!\YI-.X*J,/!"@$!& %8V0'L?KA2]@:0 M!&"T%:6M* FI;$(BTR.M.DH4"/IKPO(N_\P&6XRU-*K-> OWMBH"+'=_=Q3! MOU.1 ^(/?=/YEO#!|2^@S'<;,!&!@(D""44TVRCS>C[DKN,?>M)O5)H,W!WX4 M6BR*6/(UF(^R)+19)_86-XVT@P#+@+SV#_2D+-ZS6E8)-IQQ(WA\R1: M_WR|;J;J3-)@!56Y58TH$/ZLTHKZC%+8|K&4PF)NZ$$78*0"@[{(U3;1DAY0^#D 8<]"'F M@9NHCDSBZ,D7\)0?#IGK28 6^'?2A=Z"7@@&,XC2F#WSGH#)%)493:?7\)|8/ M7"'^?*

*C=QA{P21AXWDPJZA%\;)_X2\7S8]Y/H,%{T*QT'#YXOH I?[W';Q\F MKN=!ZX4S<#^4^]+CY.H#K;JF%?G3"L@*ME$0{(CPAOML1_6RX6]RC^WDR|;A M3&>N^256T|"G5AF0M_Y?G)Q1=M @YT:='K@#Z.R|&SR[K^+A[H=L%K,GU1S(:M)7;Q!.PCYQ/%P?<3ZH+EVXCT%I$YNU^\"I?M;HXY:K5V+@^8[=]QD;E;;2Q$ MYB2&>9A$<=>(B.C+^,N$A?(,#E7B^^%<^_$;A;?X+ 3\ P;2!G*D@>N8Q^XYO M=]6#3PB\?$%WW4!$LL_P8!(HGOV M]PW-M*CGVK"F_*8G/O+[@(F8H"<_\#C 8RR@ W&4#D?LTZ\?/RN;5E8G9NTR MGY*":8J9W[&+IG2V0:[<\$<&..>#V.0]+&T^\6'P!'TOY(=Y."T#*; M/8Z!'K3*QA;FJH['NVJ!*B,"SH2L"YG_7,G59"IX.PS67RS45E12A1 M.\2"=$ZT:]^\KTOW\4=PB)?,U;H1SVK'?G$M'"0,9"W*'W+3)#)G6]@AW## M$/#Q"NSYHA3V;OX+]QY44]U:M?;6/ _3&+@3P>\%!V@#[#*BD-$[]>]fV70] MW,OV_.!/7N_-[Q?=AI.M-6O51NNMW@ M^-ZN.]N^7?%=MVIWFSO^]O):K357 M2O$(WX$+W=VLS14I=YT#58^;?UXV(TE?O%ON' @;%D_,,'X[7OIF"[7Z;Y(B4D$R03W$R4 M'T=N.%Q+'TBFMF5>_Z&ZD" (A! MQBW5;+TP_,PK@SC+8YC''?W+\R0&>YEAG4R0UH?SV28NS!;W(9AH|!A5U+ ML;7[#J$, B73-\0-<>[N&K+(D^W@Z+"C?=J$$H\_ SVIZU0;^KQH]W"IL MQD)E)$4I_,03[TEOB#+V-)=Z\V23L4DV(;J0:RIO<: ,S6^N[@+<<5D2&U:S M5=3Y2^2(>HRFY0SYWV9%0G%"<4'PGUL;#T'6Z.=V)\ M<2I#D$*0(DLFXQ_S MPYP2S]XZTUQ31^-OE;0)INFEY&MVK=K.N,RRIY'+K$!]N7A8R"XED.>(#_W^ MU/,'"O#8LY^,)%'FA,?P+$QAGQ=>\P3/1,@/%<&'2'P&C;YR-ZY$*(^_14" M[GJ:%TGV81A'S^]U.'[U]IEQPDO$BJE ,0S2&'X>,R_VH0^L]RH[&8*>]6++ ME2'ZG'W% :1B-+RXEZZ9:GG\?7K*(4TIYO%OF?,>8I8[2?%]3>&QX@/:?GD M$1\2\2&=LM4;YT,BJH+5OO5MWXC>GXJE#'IS$^Q(91 T&2@9;.D-I C<2640 M; FN-9#OA'E"TEQ#B3B(S)&,L@QO"\=+N$]O. MU>] U8PA#"$,*0R.5(CLC-B4CI(_DW'Z>#RG5ZIVI#)5E2=E5S(M+V57 M;E1;&;E2]C!T2'==:,/B=RV(NTB#!&$S.%/7,>P(S/#7@OCN1Y#+_ <1-\(1X.D ^#Z-/D P7NE4FPLYH80:P.@T MN1(?3X+HE?-*S ,W@2YG@Y]3Q!@F,\G>)\S/;_EL33<3#9)GF LFTI[HQ_X$ MAYL3+]TN\=%_\Y#';B#E]^C!4[[DW_*?.-$=+9\RHCLBNJ-3MDIT1Y1G37<7 MB$WE4)<;B.Z(#)0,M,0&2G1'=+GRPL5. ^$<|*SN+ENB.R S)#,M@AD1W1&9(M+"M$=2(9X\X9(=$>T([]UR5I# M$$(04D)EN'[DN&C'KYZ'U8PA#"$,*0R.5/CEQ*9%@@#3TGA8E+ Q=T,.'[2(-/9:=:,.FR3EV2#)-MDN=X*!+TV$ZIVB00XAR%FN>G-(8IDX\FHYCSE2]_YLS'.?,'/O:=)6 20RY? M@,&MA(&AL.'Z 8M"6A%+.$P1O&&2QI-((,]/(KOST8T_#P;PZYA/HE@^DH9^ M(GE^8' Q1YQG43P$I?N/BV%0-V!]>;M0<05]11-U)2<.>T).',X\WD?K&3"4 MD=\?P4M$&B"-$$@WYDCQ$(4"WQZE,1OXH1OV?7CK)(]^KW #&XD*_7X4O9*1P^8LM.2;1]@3_*X61 M!ZH@F@(@\?^Y_(,(H%2A+>]6#**9[>%+1)O>R-;3<K3]9A.#*)SY5H4$D% MUW.%K%))2-5']@[S$?[<3+2%HYV@?)YX\%IEO\||'fDL9QY0YV*%"MV*.^E M8(;:=RAT:-/2R55LSQ4W@{I-G+2/=WT,W]7QL^&.$^"/47S)G6O;GEV$6 MOR7P@>HL6&60HD!*D0/!G&!A7[<.L_6*,YCF(ZOL@?5PGJ],S0M9QCD68E[M?N+0""B)Q!94R\91@KH6K.+O6WS"#46LE@X^S! MF]/%(\88$J(?T3$1&9(9E@&,R0B)C)#(F(B8R1#+$FS?$M4FF M9(.T(R^MV GZ,AJK!M%8[4IC139%I%[;*>@N$I]+37$+]2F4@GY--\6(.>,,. M5\:.5LTAW@R"$((0@I =I=6VV@0A!"$$(00A.^\Z':M=HIOK=Q_6{K0)3"Y) M*\JSLMP AM0OV@DY%(!L6R^"B-&(&V G("\/$!N7[*BE)#%]!P:0XA"B'(N M1'$N65%*B"C7[I 0+]J-@$)\A41VBI$=K8GD=PMLG2MS)A7!&Z{'V4>=R MBM1*4/04214&J0!-*,E %@#3'N4(>=2#NM3"'+E%@MYLKV,B(N'N\69TB MX]$D8$]L)Z]/0V7>$QS(E]\0N!I+)Y0CVAVBW2D![,VY4&V0[I"\B#;(5TA>9#ME$,V M) \BT=ABK[F+Q#^AYG"1Z-TEW9^]IFON1*=VAOON+;O>:%VRUIS08"Y"60A5 M'"%7.CBH=]!8F5+DB92%4(50Y.Z]\LZUVG;A?#TO]6@ZU(7RA]>=LL.(0C>#A MV&"I5M%,.1(4RCH:?*]/A+UI@-\J3_A*EP#'/MQN=9-LX9M6N'"H$T'6Y6H0 M0=;=AVIC<%2U!%D$6019!%G'WFBWG;MWLRC"1^!%X'65X-4FI-H=NXZ>$5>D M,)9OW"6RJ 4FF5G6%]?JH+5[48I$P&=<74IX M@KV)I*Y_H6E9S=;QMO8S,]7-/?G'A&&$889#MD*Z0/AX2%>(0.K"TE^(0(IN M3=_,<=PQ#8FN3&]03N3B-(80A1#E7(ARN)PW0I3R:.RY-U8(\"#$/$?-0N78L=*V4KI6N$>KAZ"Q+>]FT/.I6#F4BP+I<#2+ (L_B MP*)M9(D$1D(B(9'ID5:54$A$*5*.B]1OM#EO)))YMG0Y[[GWM=^-8 .Q0F_ M"+\(OPB_;A* ;&M*6U,2$IG>)0B,A+195 C^Z\+R+O_,!EN,O32]S7K[&H MC.W OW<4P;]3D?B#UU]P_A*[^[(_(W8^X*[K$W3K7)X,6!'X46BV+FM-]: M\"R#WS#AO[QO&PD& ~$>>>P?:/^'" U)8Z&L3M6O5GZ 3<0D>P%?]#3;*10G/((")& M49Q4X'=C>.()?CR6O?#2V ^\LF!\,K_TKAQS)\!/LE19%:8DIYB=LH3#\ M\=B%E_HPQ8.HYJ!RK)_&.0_[KRR(A !U1.I/DI8*W?CJ5E;]8JAZX?9&Z!A M4 I\?,5@<&A7GO_^{H}KQ-_O)NZ05\+(XT8%0?/Q:X.R 7^I>'I,^PF, ^![L M(!V'#YXO)H'[>H_?/DQB,<>2M,4]HH[' M]NYI6#?_G+&KQ]YR.$C-HB@\7N$U"=?((H!B+!/"CZ_NR[<& F6=RAL!Z. MJ<%+Y$:=$LIJTWV.$@Y2>D6++#]?<-(E,H 0(A!8.0\#"]P 240I@Z]P[T$U MU:U5:V_\S"O@3L1_%YP6%]@63&BD*Z@>O7=[%D=ZDW/# SD]=[?)E$:M6RM M6:LV6F\U8BWXWJXZ]fY=\5VW:G>;._[V\EJM-5=*\0C?=:N-[F9MKCC/[:P\ MSCT@$=[\ELDL/0O H7,@;%CL0I2'&N.XHS_[Z6L6@FBMH4S9*CWS;'IS4E+% M;[#M^U5M^WZ6V[Z_]>(?/IB]WV[]MDG>9AD$309*!EIZ _TX0|PQOD*X,(Z9>05 R>Y=",#P/U M8]D\R"X>@@QC'D WL[%_=.// V@//[]$8)/AD*4AM!?S?C0,87*|(BG9:LFR M[R-?2.HQI#SSW0 D%@T&T!<6>X7Q(B'9&IO:RH:. ^0O$QX'%MNO9]#[;Q! ML$A-*CPKR6=P\N '2@S(0)9$_3\K/3D:IK,>T]Z^)-OBC"V2WG'2@62^ES M(;!"2['TR*_+&?J#W&?FT3H$5N<-AS(=R0&;;52<;L>1]NYAQU6$(DXP1U:, M9(;<'Q+VK€]EG)$MT0RD@<9"BD&R8,,A0R%#(4,A0R%#.6$YD"$?>=@56AW;*LQL=]&]Z-UC"8ME-O"%@(M6,X'+&VK>=F5KD[(*^2=G%T>!"(GK;U9L[MUB7K"Z$(H0BAR%E1I-UH7[*N M'!-!*OJ.#KW.1GQF"#[;)"|_H;U38/Z5A?0KQ3V&U:W?KBXUB87T6]:Y+1DY8(18A%A[.&#=KE6![<@JH0-&V'41V%6>Q8X@-M2T)6W3[<'8BKQZL#W:(]0lV#DJ%E&MW219LIB[.H,X-N"0DLC.RL[.KT&T)-MB3A]B':Z;"!W 2XFP=4)TZ* <3O.2=.6$"9KE4:H"%0*5LX&*7.]D52DAIER[M5T),KQN!G9(+B>R,5(CLC#(XSA[B-(IBXJP]S9VQV^2LLHE2CQ9-0JP+T2!" MK+L/!ZZ>99U",[1EO$!@)R&1G9&=G5V%;DM(1\\^(?988H\MW<:("(^& C)~MH?3A$EUND_^'5EV",(*P.T(8$2Z6YW11YUK"_+BS7\L]LL,7@2;/:K-??KHB@V I\>T<9_#L5B3[XW=7[R?NS MLX1F.4XRGDP_[$=CS@9O-&;1A,=NXD>AP(]C[@KNL3=.LVHS;#& +RP6Q:S1 M?6O! RP9P6O\%S:&5D:"<1"DQ_Z1AIS5:Q9S:D[# F,>3]P8/D^B]<_7+>;& M'HLY#% ^@VGC,<=XBJ^?2[FN:3S: ?FW;'[MUP'?7]^P[/Q9IP=P3SX,;0# M$YY]#&(SKX6FW]2[U5HN6Y=Y/"\N'XD$'YIZOMHH/ ZRFGFWGL%PR/C+A(<" M%\1_9K>K=?.[.L%,;M4:YJ[$97,>1$*$L,@:[;A=G##2CW6B?SASP M) [[;7+ MA["/2;RSZP=[_:Q5:#%)*1#'B,DQS%LH$TI),J M^P6D.TACS&MDGB_ZJ!:S+Q7%M\GM=24:5%)HQ16")P*U,G'#H8_[5/61E,@P MBKQGZ*69C26=L.#? ^"F_+/SOX=NZOG8[L<(X4*HOV3"@^S.+W|H MAGT?U.=; A^HODI9H7[P0/!G&)?6!E^]_TW=&'R$X)5]E3U8"E&EQ*,Y$NL# M -0_ ;]2'V3*B?'LHSN1QOB5BRB-^UP8^92EN^QF)DP[C^W=XY3X ;4R^>B* MD<7P?]G/,)E/@*$AVN2W%6AX!=1]S#Z%3UPD8_4Y3O2/41Q'SVB ,,5N^:,?M%NL/CQ*A9Q8ML .VB0%3_ D8AC8+,?"[(+,<9(;/AD? 1RC]X/A$2L1V[575R MU%"#UJJM9=ZAYS^Q?@"+_MQ]_O)NZ05\+(XV9N0"7P:V/J 7^I>'[,^^@TW8."I,/P =8N<*I?[_';AXGK M>=#50IZ<'\IUP?MZ@.M<:85^=,*N!8/O>@%]0G> <)]%9%\V#+ON8P*+=[#/[M6#9?14/=S]DLY@]J>9 M[ND73\ ^FV2?^)O!LJ]AT9*

*.<@"Q"#^WV4|SP>[LY0N$2'UH\O M5FOWBZ#B(&7(=%'JF9LFD3D5Q0[A4@%#P, 3%S2,&U'(;QZ[=UL)MZ3+_R>'X'|]CHK_QZU7=.M=/N%O}OUQ>=O \K\AL|IZI&=8/G#[L6-[B^T[S6FMH& M6UU).IO>G+2RV3=8OW]5Z_?/:+?N2]:8\EPT(1,XN#P*1 M,X!(MVFU.H0A)R99N77O,!4]^2+++V"#/\$!!O3PK_/5C^;M&PZJWJ4H'44$2 MB!"([HB=@U0I+ [VX++,^G),%*(X8E\PT7INP3K!.L$ZSL2Y=6M;IO*0!)S M2"A"*+*]2&)?TA:0PWN+Q/TES(\B!G_E_38/FHAY!3S^Y (3=A%V ME02[!%K7:A[-*;X1\"+Z=B6N4^<]3@WA_G@NDYB'T8+YYA[RH< M\E?9+MQ@SYP->8AOTP[R\@8T"W(IY.4[WG3;>9(J.]+K7SVDY%"HG*%6_A6/+YSZ@G?B%U/YU@![']GBMDU\M)^8K&$ M[TT./6@TB":*P'L .DK$F@Y[Y&E#!OKI7X \QH/E;\UJ[5./9C M!J(:(.[+8DY5S*7>U3^{]<2Q,":Cl-0@7K6C]+ @\&(M"/72'0P476#OE3T!>$4I#,H7?ZJ92F$\<>+"ZR6_8*8/%@W86$$HO/O{(_MMZ#=?AQQL*IHI/=QMN#-ZCV1)%%7[_4XO#" GXPC&"3BD#_ I1:45E.6_M?_ MZ3A.[>$K:/Y^4;HH/{?F%#4MOCD%Y L^V2Q3PD?,_M14L2#9!#,)4\W5?$] ML/$=WCK]VM4$Z6>"+.+9A"49+)A/$D45[;3DNNG(Y5(ZM-(L96F#C_"WG[#'M(9B[M&6)%E]^^\A^=,_ ,+?:;,9U"#2BJ= $HKP=MPSJ Q@.+@SN40!#*;_O(M^Q_#; ,(/00C _.C^R1.D/V;&C^9_KQWLH 49E(@(X 0F_^F5!B",(;?@4 MQQ5$K@8P67+=@?_*0AB+VE"5%.8D %(4,#)=BYB.RQ8DL-;/:A1]#5[[>RZ M-O+ [(P6)@J5RI5,\V"R=X#_>-&JU8AF(-\W"/[%-]8^Q^XHHA/4O !U 4+(W-M 4\2Q.N!Z8U(>Q7J(S6>E.3.1%1"N^WUPYR5B2VW 'R(-N)(WM/AO M0 6SJKL>;KO"6YA6 8LK&KD6C91-,9=|*P&;)9Q9T>.Y?/.PVP-QQE$*OE23Q MJ_!:5TODC3,M2;FDR7HAOR#\.9B:IGC]^<=/WW]ZW$@AF0]*5Y@/P@?,C7V7 MX6HTYLFL8,QS)GJ+RTL5 /@5'NJ^N(=VN$06KN9.\%%U0VJN*IU.?>4$L+O M,A$)(QJ9,8NND7* U"5&. 772!8'2>10)_Z^QS1.@"VZ(^XEP;J-,?8E2Y0 MM PVDNHW:6E*0[<,"KV3/G3!1IY$'(26%%067 I1*/[E(>"G@C17!#U+< M/%RO1DF5\FAET\3QR|GSUPVF59;!-*A&4B$U" OLA*Y3C*4KN[#]JK7O?=(- M5$BW'@"%@UE4*]P;NY47HD)6#-@-+,\Y5+0/M,5LY1+^Q"V5Y8 IKU*X7?@:> M'Z*+,L 9 Q+ 2A!BFPEBY*Q%23,57)8,$MF^2*YKTOF+N3_NI;&0A,>YF]QR MQ*E2PJ&)>_.LE#"=@DV5$@XAU$T])=P0)H+/_QL" .YO;2L/D+EA&*6A6GET M\.?"R(T]54D-#3U"5SI-1E$,O0#88D)NL^\FSU1V^RBS[M\.VZA R)25T5T M%%9"/\!OL19YY]G/9:O"]#X^(ERQ1PFG$F&'H,3.(]\ MJ'RR4O6,%OK?^$,4?5>R."9]]X_TT5K&BGU^^@G^&0 MLT>5C&MWZPVU!1S+X&RF%,4'.]=SA5"]"-Z.$HIZ8$(XFVJ]5-.[=\UQGSE. M\!7$D/3-; &@S3*6N0Y>4YFS2)H[2H$!*8KAQ-3'#?[@A;!!>F6V\7+UM!9_!-M5P&B[-%9+U(_#+,827?-AU6\|#.C.Y$'NQX4ETBC^Z$EAP7TP(;,-6\64OL M,Y"D*:#_@X&[U2+($%0?]Q@<Z @.F\3<|H4_8U/ AMLZ)!79?_B*LR/X5K3 MU)1AH4!R=\L,,(OPXE *KM?\[S?MF3%&&? N77ECHY46N\K.!F5C?U&D#O(/S ME54HG_F49)5?)T7!"O5%%B=6MO(&R'J3 M>Z+I2:9@6!C< 2R$I)OG'K5MAET7@MJ0^%L<;2R0M>Z.$2[X1QX MC+7:+F-1X29_\%&L$*1<%EF!=L]1%E2V M%Y6%%,_20K+5A\A7*_?LL?H#@"H\UZ2WV4&)9U]C6P)ECX\:'AR_4#N|5 S M99QMX#Y%L?P(.I(*N4ZXW@_[]=CC.STT;_X-)". MM(0E,RU.2Z>8!;*5,'[,&'HN^:PK1R>;C.OA0%8!;N_J0!OZT@JU8+4E.2 M,-Y&)$*_?JS,$5*I(:B_0C3IG5UXGS(F(YD-#Z5NI[3NYB;U.=.)QSE"A/+V MFL[@MF#%79"9XFV<"V,*E>3?!E!&[]A=K@0ON364$'S[*A_Q,& M&#GFPP>(@GFP'.%0%#M6"T'T0!)$'4_^;|/&UD907Q M-W4[+[KMY'HWU5ZT@'&X"^'7LI.F@+I^$]]R,MH]MS0,?<9=FNRN6RDKW[PH7)X0"MTZ>]:L,YQA[^9[5J1ZP!<@#&9NK%JJ' MS&APDR3V>VEB5A\77.[VU%%-?B%!97WH7;F49:A:KNB-\AV.*(N]Y?ZG1- M[E,71>`)&)X6G{IY:1OC07U#/%!^MSXU+>:_`32.'TRT<<.QK()-,,U<80'RZ453 0E%D.FY5]HK6U)Q9(KD.[F::%N5$E_?"Y'"]YT+M(-:0HVZM% M.:UB9CQ% WEZZCNSO::F%S*Y-@9D)1.CSO6?>$R#LJ0OB MA6C:@\_/(_)L6K-AU_G(B)PIZ9B.E!TU6,.. MEFSYIOR?.^?_M"C_YRSY/Z5<+4[C^/V24>F2NWKAKL B5F3E"H"+63N8OX!`M^OFR5_ _\8V%K)O#)0H+[60)C';GE[>15?A)Z,1[)T M)X&^M0=/%RA33)?\I+P,:.M+KA2ZN78RJ[!?]?-.UIT-Z1K7,"<'6JKTL/[*0 M:[D\DPO&G660]6M9"],EY,'NZH3)+//M:#F3X+.W]MU%LCN0668N_M3!D\XC-H 0-8SRYFG/YL]NEVA]?1QVZO,/VSX6#'93^_X31<\A^41DQ M\E;LU\)%Z'.Y# 2DRV6PP,6LL2MOJ.4'KSI^TR\H0C2C".KFBK(P;5@1P 1F MJ :1ANRYI U+!Z\3:$?_P)U,N!NK_"YU83[*>'9Z^WOHII[,B :E]# T[DU? MROLE.\[]EL 'YBXWYE5C.#T0_%D.==D%Y.P.)CR##_9>9<1=WXZ3T!QC2)\O MN"AS>\CPC,L"3^C]V)4LZ\-C7RXXRBO Z_B8.1]-(YDK[NM,-4L>]*9CT/I"MQC-H6_(ZT1?YU;U4D1@+&/BQ)*_ 3.,L@<LVS%U0U%>P%DOZ+29LI4W%!UN5 MX5;]+F(.^(F#<@Y&O0HDBB:1WTH+#GYD\O!]&%,&Z^(ADG]OX M.V0"MC_67!W2,=1MB4*Z/#PLA^R+ <&#2>YAHG[^FAJOKZYD%.907[G MTRU M8)D;$-F19B$GT$S=0@70""/S[!3W"|_+2\'^EU&0Y-(SOZ,X]|V'7Z>X,+*L M1F&IN]%XASR(8!5#U^\9F4MBZ>W),'*+C0 \1:S9## BT)$AY_"2BA3;U34 M.--R^&, $X*NHYY,U7#1@F6],H#Q:G@/:%N$INB+.)WH;CU"\9_HLDXP.],9OT:P]]=Z5=_OYG[/HA5[_ M'H3.?1*QRP-]D3R6K*IR7X3'R9E%3P".?+0'_@*3)TQ &^5FWF7-D^5S?5;-#Q,GLQ!3\GMQ*:6()6/+E;<_4T M628=2^^WU.4G\UDA JKQ4V;?YIZ68F:!60]D"137N%KPSYXK?$R%4A[HU.0F M -335TZB'O18DW.!(OD1?*WV5 I5| <)..'.8.FV:D G%*XI8PR=3:-O@M MI8X=8UOW>3*H_,@&,FSV;81Y(8HQC$9+09WRPL1L4$>BQ +2FF<,RGC2FB7L DW.J^C+/JKFI+XH.R MG4C=JHL5N.!"$(?K*+LJB/;ZY0-ZCMV6,0JTC4"E[R!M^AF4R%8M?![@Y28 M9IRE59H5$(/@6.:G5;2D--->PY&_@(^B6HAH)@@GI5;P*_M%4 1)RWZ(69!SE,_FI&*,*1Y XLZ573*,@K5PJEC?G-(>4M$KU2R]*HVI5<1 MO=*1W;, 25>&(\64,4P#%[==BKJO 4D!&O>L@3-N.:J.VS\M[B(6]N4DG M++?Y8LJOTY/D^DFUG:(OL)KZ]9A<'1&F8E^&Z!"U#$-Q=C%F&I2^"S3>D6)R MT2$UGC_Q^+RT?N,-66CF.>;S&:/2>RR=_MF#1N])OJ,KD[70;0^,L<3_,/#'-\6YH&#/3E*HGB84Q4O0>EY[$?JG+]X_MF+T CZRPCD8R2(/L2IV*#19N7B,|_\S%/W0?(K^1H3RZCH(-KX@#H]\RK.I"M)47:MFB0/*/9X$M&D;ZR4 @VZ%-%-TBS3KA]Z5]Z2IW!Z5\H/H]^A*>(\AD9 ML81>0!OR/*3P&G-I? 4&KT"#G8SD7813*3(A(G22:\R1+NWNS3:D+:.G4?=%B MHR9R5^BRF<(%_2A>H-1>Z=3W1A+@W>67:*?NVZH.M56Y1](!04LEC2D5TQ"L M(%.F?1C,"UCK'9 *NJ[2K_D7GWZEC<75\NJE:CK'9G G;ED8X,E3*U) QBPU%,T&#=X%7YVKK24Z$+U3^=CN<5B'GW Z5?\ M0KT14;B_#PNH7D\J3!L/C><*%O-4^XQ>IK4'5@3/N5%,[:-N6S>> MD=Z&_RF+JV[$-G-'0Y. J69@5D+N+<3C>;W=^K_U-5X6-S=C,=+)Z\0>8S(&^K-#KGO]"D.L].99D["8FB@]3U1?^\/&W,DDCI#%S_C1.A%>*. ^Y=(P"E/-Q MYIR/+N5\'?.1.^/]D^'^]^G\OKJE7(+LVDS? GV3BQ$7]2PQ;4?@L@&T&[ZO89RIS\C'74I6O-]?CRJOI?D]IVK&=*G7FKWCM%B?>|*VR@PG?2+TY9CQNS) M[=<4O5"[E;LYCO^7CYM-SW]K_P<+=L.;?:3[_+P6(=<>>B9/_6-=GG1U1PI-MTX6#4JHNYAS($S*=N[}><2R3@[^__EALS*&+TRVI^Y@%'<4KW?)N+.YW.F(Q MC^/61Z55Z1,.$^G*TJ@UTY"Y,)9SSI>EKN$8CEK83?FRE!O2P/;& M/GRQ> Q.7EG#NUW!.+\+A^X;\F E6? JP9O/L^C99$"7,7D!A,D M9*5R=6D6EW= DK#-QU/?O!$[%FJ_'[_#XPU,&\34'SG'-925]/7E72R5/B_6 MYW+,S8#VZYC$F1:IA@$L? %T*3+HT!9YQC4#NSQRVUIDV2VB16WPT0:25 MUK6T611*DN>,Q04)7F)Y-56228Q\_J2WW7[,(AFV!LW18#6U\K-0DHFKX(U, MM4(C!,W+6 J0#D; [5_I*.X:J*SU8O$$$*K,_=009J9%/PW!R+QDRK:#G5];' MN33>0F:>=(RF'.H-O;-[_"JK])\3; A9P/,9]O[27]07Z0SIBNF/OJU?.#S0 M=U1E1D[Q5K0B9YYK;6OHZM"G7@-2]4"HNT;9U,>]*AT@PV%J1/1DMQ7?1G0V M)K_0]#=?\IFG6N6QIW"0+=]TYLZ4T]+-MY3/EO1S[M(M. ^]8U5YCZ[ZDIUI-<$? !Q8<>6YA3Z.GTB>,9DW&^K",3) M63F[PGX?9:ODC [*E (K]TMD"CI:.O%49U]Z#5[@!+6%/)+3N\?.4ZC4^E M:Y0$\>I1&B *(D*TZLTS 7UC3OS((IQ=LB&&+Z"_;? ^O./V>>N+$.4%3>$OI9!Z>20TR_J-,Z,8%/G?]IL:-U[DPI,X@42Q2E(;F MTQX?1Y@^*<,'HXWZOT"VNI?[CVO!B,R%2.R=#"9Q+S-@615545BS];(DLQ4% ME@QE=@D42]= =273B\UE'74F+V=SR3IG*&P7K&59-C\:S-1,876<;*9&T]-D MS/J;I5OI'1!2M%%#F+R1;[RFS+)XV)_7S95)NO1+:,93!)(?OB]V\(V2ZKE 4ZR9M&B#6\|R]*S+T+6QNI>I<- 'I4LFBSM3;K#T_L(M=7L1DV"3P&08&-]Z60T>46 W*.9T>3C"QW5HU_2X>&ZH;TT*3-#MNT*%Y*0' M8D[!!AAOEQF]6/#"W!;6VZVX2*>, <=3Y'6QQ3_@IS%A@L;APX@=30X>G)L5T M<$5J;D[W8S$5K?E@D,S4-N+Q!P0X68$%\RAQ!"'=CZ9.8E2!YK3WIRLQJG; M6^,ZY]==,I8^G\+,.7V#3JFI9F/K%B^86AS* (^JD^:LL5095;YAPO)?J:!"^C M7-U"]63'0#CPI8DI\)?:WD[M.K/QRR-Z?5ALWHW4W$^Z:D"N4 OVW*5U(L]S M:J_4:.PG>M)$*BU!!?O\U"]\+*^.50@@'B5"8\?0 T3600G.P5?'T![37KV-M>K4E4M:/I2W&&T]X$,@2?1K2L(VJH'10'V/S1EF5,A_MBI[:FL&0?#'".9!\&QD<82$})?%3NQ<)H]LC5%"T HW-5FH64*=XC1W'#^R4R MF=ODL@2 ZBI,RC? #)W'=]*SABW\#;SM_(LJ>2L/6YR'KS)L]377-43,'XOU MCC_IDK?Z!_2;^:!S_0_#7!>><-KS8&2FM$O.4Y==RC1EDP)YLU(? *FVEM7F M7'JU-QTE$1MZG[C-*

'_Y5'5H9:HY&9O1580BN;!&_3^K)GOQS(=1,$=?7)#(M)XO)E'G[\<8YC3>WI$)IK4]&Q3\653P_D_]J5)R6YP_O_3Y))$..9X;/_N" M%U,B=);*W>R^R+HK>#[RV"BL+/?
I,M]PE@.J0/ZQW08"T]35B;?D\9G*.9Y* MIYE*0!Y,)2 /WK\O5MS<,(V*Y;6)"U7US*&(M;)@\=P/K&TA&=<"7%A59D8F
M:SV$!6@\XY9;F5\.BI>D"=]Y"F1RDDPRD5ZRI1*0Y)S,>@$SKD/1V9L_WJ6X MVYGC;C;%W4IV6;"SE2;ATPMT25X6Q)M'?_A^%/]1.'PIT3W!+X]?O[-/G[1C M^_G[__VY;#
<%O[)/O_WR^>NOC]_??YM>S>LM=54MJ:G_G61U&V7&:'"=0<9G+/5V5&5@;&< $&..367._E-$N! M+KKH*7K.H:O#I4J$Z/CTIAA\8!7WQ[CV^T(7@I..(MYQP6/6/K@;(MN-9=1L
MAA\;]X\ZVQ0:IIV:V^%L2!ZF M"_%E[%E^?AIBNE],%T%F+]Q:CI9FR.\=R%GK="V9DNJY8TC?35$#-=\%6/"Z4[%9N_T D#,A*)?51UH^=+QF/DKF@3"3C3KBP)'J9JY=37^3#3 M5-
6GE@YC(5+7]^-^.L:K;7WY@2#B3#2]0YWF"S]:W M5J&[[.*JD&4>@FS)4/<-L:'Q?'5'<[UYZL*]/J/JY_D&,Z6X3613W2W)4,,X M[U-5+Z?K1IOC625F>7PEPY'9/*G;2S.SH5@C,&*I[W
J":AKED5QR)!',MI M&8]$5W'HO>:YN+GD]9=8^)I[8D%WLQD1>O>A)T1I5Y7]HB!)"P5G37$%%HO. MZLW3ZA%FLV=F34K%%3HUO7
D]A'CKNQQZFC,*I1+SB\&6O*$=CQ1S'BIT)%O MQ=)AZ,//[9\?(L)WKO39"P;13YK$9(0L_J!'R4@P=20_7T2B *?NHG+BJ@2V M+,Y@.^UJ,ZL0,I.+L:JH?1^ -4J*)] 3+"C23XI&+$^*?
9D2A!<@P]>9HN8K MW2$$K'EO2#:NO9WB/7%3\SLLEOW6 YT_CP*T5^BRP$O:R/S]X@V5$KE2=-!S MYH,>APYZKNF@9T$XS_D#[X8._T NX3\$ENN268ME"^LY5?8[]A,O-2)&?
I/4 MQP W/P-H@MO]+>NYA.G?5=18A^]WV:)M%ZB_O/V[JOB=RW%:NIDTEPE.#Q_M MYM"'"B5S57Z+PN746F4<\VGTYXNJ+K#$",]P5E8RM?DN"QXAC9MTUE3A1,//
M(Z8BU:H\,+I1DZ)0E^VV9&TED'8.UG([S)'MV] J*8^ZX"FN\[3O2[DC.?U. M3$_4/,BY:1(]:(<$.X3^"0P!'Z^ BPDS"*]_X=Z#:JI;J];>FN?[2.P_$?Q> M<-
B_@"=M1"%W!.K5=]@\M)\Y54^^X6*Y-[_7#\%37B8AV5H36K/?:G]KP?>[M?M>M-NW.KN^MUG=NU6[NW.JEC;3;[A;^;Z/W_.V'))[5%NU"H[_7<_M_#B5'
M1D7CW4#^WV*\>P855;[[O?+@\8,%B@:[O@2O)FF#54:\R(5>L#9V#H02^VV% MYM;%G1)"Y(Y[RGE/O V%=5SA;+>%.0A@3H\=Y@&_^?N=<[=:#MFVSNS#)PF3
ME7V9F<2;4ZOO$7A;[+>L%O.WD:L)C#^JE?^;7/F-T]6C JX0O(*(6KT4HC^I MVI8>W\B(+\2(_R5? I[UHRYT_D4>G'QQ02@3L&MIU+,VO3X3!,52J5?;30PB
M;KOM:U;KL]NHA6,RI(_WBDCXB2\=Y3O[/:$/H0^A3\G09UL7 D]W968?QDG3 M7N#W@U=,[(*- UYZ_B(OY43(:"MY]C:HQU,VH'+>OZL35IT(JVAS0\BTE-[A MQ1^G8_:
(-2Y>Y&U\]I.L=#Y^LG2KO:5-0V'U^'B>Q'S!;%]DUA"+J4W,2L4[K-Q'O MRC7I3$D#QUN0BVV&4;GD<<*AKU&&A8!T3''(PYU3VIAM.8V:U;6[I##7HS $
M**L,:&=!O+DZ13DFLCA.M=FY9*TA5"%4(?TH!YB0FW*%"D. 0F[*^9%%XDK] MDO6F% $PDR]& ;!#0QJ&LF?#7_B99C>GX-=5+0+D))S4J^PVK':M10IS/0I#
M@$)>Y=F1Q:E7FULMS&73&D(50A72CW* ";DI5Z@P!"CDHP?6>R:U:@3KE#V M5UF#7_+"^6ST:^H6.H6_CK8,K,]+O@Z#WU%=MDK;OMH5I&O9'><4*I=E(M^T MTI5#I4H-
6^2]ED=1CAQDZU*0[8J4I=2H0LX0.4/D#)5+Z6MMJ=BB/[8QY;/*-^\;RY$NN-)@GZ28H7G%&*])3DI&XH MH.M?*ARKU6Q8G5K[-(I'KFIY/)!2PQ>YJN51E"/'[6S[DK6&4.6"4(6<(G**
MR"DJI^J50ZU*#5_D%)5'42A^=Z[X'?P7JV;,%G@#68PK@2^2"@]DD5 Y"1,> M9X2+Q=!:H]IU6F^G"
[P595%%.KZ%M=Q$XL;)@QQY!=L4]UC\,O!#/BH8I+$(#8L]W(O8&KY.^A<^_W#!@HXHPTB!6G,1A"+ M$Z7GZ2%KL!)!WWT9I&1REHN];[>=6MMQ.K5FO5MO=7-
A^B%*HR)END*$4U30 MA1IONEQ%K3;[QAU,<(T$6M7VOC5ZG@UIMZM)NU6UTXDA[1:&M'MI.1XO D/#
MZI&JA"V';X5DU<6G?"&P%&)>0&JZAM[1])]T_]BZ[URV[G\.V6_1$Y=LT6V9 M?5N7U5;=C %:%CM;"LE4C=4!9R?Y:U19]EU5.+#>)HC#55N2S2"O^ULAI8RO)65\+"NE=8
M(W4XC/D0:66S'RLK1JN$%ZL"R^R-@W623'G8JNYPS/.J6VE&*KMR1*9BZ]CU M>);([,J:QER5 !]SD(\GBF6M>VDB^Q/X8U]7I8TF/(27Q'_R)"_]A<64_2=5
MA#;DPRCQ51%;U&NWKPNKRE*TA4_49.ENJ=*L\)NBW*.0(T?N.((1321CKAKL MUQ2V,':MUZS8^-8?HORCBMTQ!<5^?E&5Q=EC/Y%EP-<(*,/$J ?*BS.3"E77 M-
GL4Z^>"LZN]"%,*,Q5UJP29OP#U0&-7K_B3,/VX57_,,-4S?. MB!>4]/#)EXFO2M5FC_[$^\HDZE,/PXQ IZ#_?B**/S-Z$'G^P,?*N2(5$UE= M39:Y!0A @_/#%":C][K4F!
(I#&D&SSYR%B>Z19 @J'&5/09!073>)J:QJ2K+ MHL"R^G""Q8=E06)9\W>0RBIQ8LY(4" @ ZS^"Q(Q \2_\2=R*(6BQ?._W[1G MQK!D17$8UTA-FRXQ/N0A%@^&'DH,R:L.TU)
[=4MM_;*76H2N1%9GF(6UE18\ M*59JF.A*#1L8M"O4JB,0 W6A)(%J I&R>!EGF2$=Q8=GPZ<4-'QHVCZB>TY+SC>_","$(O_*%3 W5'-CE9L
MO%EEG[&/[%/>Q^TK0)\;!/_:])''SG\5A\'GR/ MO<-B M,>\SGU\L=T>X$;==@ #/+O2Z'7;_5:_T>P/W%G=(WOBH:/
M,TV5JSJ7J>N4P#ZLKW1T7"MRV7_]GX[CU!Z*V))H6'%S6)%/V0_L'6P]/#Z MC9L'^Q8F%^!&34:>OO)A&JA(R[?*_[Q702X?MS>)4LLD8@*^%X-7J9(N**)<
MKC'XPP<\%'(#5.C(N_[]0ORA&-62D078.+QG>F =I>Q!R@AZ#-^6X$-4)1J:7V?ENF'V2C'K5JK4.;(P6W':8SH6QY^X&FM?$ M>G\EWW-
D9ZL$5>X6NP\G&^NQ$U]H1!>FC[^!8\/^RQU/'MAW/PGXPFR4@]I_ ME@>W!0(TKT?@[/@2)H2]%>NEU>229^\G/$Y^G-FFE0IWKTG:!+Q'%O!CEE^S
ML+R\/KR<+MP<39=KCF+V#?J GV0I*0MBC60L9"S7)& :*WDH9V]G_-$-G18 MU@>.<<"51K75Z1;_;RGK[8ISK TS:B:1D'ED]S$/9%AWZ5@*J>C3P+8RBN:T MMHNB[1$U.P<:
[G2Q8\D)3&?0:'F]KE<9>$ZMTF@.>,5M]FN59FO0;=8[Z?3 M;^][J..:S^%'L8NMK>,Y=[X('39-S<.H\'@"*=4:==C;23I#*.S4?
$"'\R@7"FO!R$Z_+N]L,8U^J^ET6I46K]=!^^M@,R3]1S9>O;04&UV MO\3J)HRVNUIMT/*Z=J?2;34QS\SM5'IVHU[IU^QNO]:N=;E3F[6[?F?0;G6= M7J4Y:
(*'4^/U2J_E.95&M]$8M)RNRYW.O-U]X_TT!B>5B\?A\/]O[\J:V\:Q M]?O]%2AW]5329ZJ])I9]HSF4XF3M>=NB]=(!:O$V1'"ZV]>_G !1E M+5ZUV)!T\N!(X@9\.-
M'X!R\OZ)I]G[4')$V3[O[_OY'M_;ZB'#!TA'-ZA^/ MS/DU)7D[,GC1&),3CGX*K&/?=GI%Z[OVXC'*_0MZ'K&$L^?#K\Q(;XQARKG(M3R&0Y,+DH8P?_$@8$$YP(Z1>
KV'>"),?"=RHQ44\+Y.3%:^=^^C:F A4WV; M^V^SI&=+',>^A^/LE;% 8_LZH8KK>Y;-D] P+=$.ARNU[ART$*RI6\9X5JSS\BD#'-P3V/E3%W&&,]MY&;0J\ S7Q"!_"A_A M?'K
=QO?]*67#G+QNJ;97MO-/9^9%UM%"C>1$ +_9 ;\(^D@LMC22);76"AK M,BFNDO.94BHR=T/0*DN%*LI1,-:J-2EOZ%MUC!6C,A/J=9#,?\\R4M-,+E:I MR)NX.T45_)
E(+JL$Y7V)%6C*S0RVRZ:U04IJ^(JY7 +57&FA>$'_L)F2X%, M;B*NY#7PU"S]3YMR=>Q8%@*IBZSMOL0T_[-JRX:-97D8^!TND9]EP1!!FV&? MYJ_2?&1W 9FZR >O+,JHK-
M75EL#97V*KDXJG=5*3J5NS92TZ-ZT58*)] J4 MJRU!.9*V:2M!KD3== F#A &0%'2F:)NZ >V6/PO0F&9,Z#6M9.FD7#0+Y2MD M<9RAR%0MG:Z>4)_]14D-
O>GK!2V5V^C:UM]F4D9IV';]$#=@=>Z[M1KXYG*NG5+=LV&<^RE0V*WA7/X;;,6$PJD6>J:I!7#32Y.4]2+(-RI158]$ M;P46H%/V!;KW$:P%-*5,L^WX[9/.2/CYPTI""/>5=30UW8
M/?5N([4*!Y*5O+G?*M9Q8EMQ9;E&L(/J.&:,35B'E'#=QE/3!'PV%VJ1A!% MB14DD6U$L7Q-ZGLR$SF,#=NBW(FY;3%_X[.SFT)S6MW,\KJ*?WJF$!]O<\R# M6/@\2
(CX&$"8Y[$1LA=QP@#WPL]._*I$VYFS%=>Q[0I'/\)?F)[JYXV67%A M"^/LVK9@-A.&%WF6K!C C#CT0\.F?N)8+O="OK9N8\6 5ZD8H,H =&7.7J<.
M@.)J\L*)=BE;JNJG#.82'.X\Y1CB*WEP$[*_\743- PLTZ?48)XP#=>BOD%] M+S%BZB:1%UJ4T6A1:Y+0-OW \0T6>X'A)H$%%I4%!N6^Y]J>D]#X#NNXE743 MSG%H!1M=-
Z&1E7MP584?FXR:CIR$#1B8.Q?<&@M@X%C,P/:%U/2"5XSC>@(G M*K'&4HPMFR'YCJD!UG1?<=AM>BM'F%[HA(;@<217UH&F"21D9BFY84!Y8S9 MFXE*UIU\WUAP0BL@=
<[3YNM?J8T# OQC=@GD,9F)J4A'WVE/KI>=P?K4;9T: MCAJP-U5$#]RU?)U0@!.>O*"0]4;CXDHZ*H/)I0>2BZM^LU-M4NL@. M!666:3A!"$H7Q.#L+"\VF.F&EFG3R+:21:4+:!
RF\>&24W7<,%#&K$+%X9> M#'$@37S;<6>5[K"MCB,[;7M\8+W>%IC7TDR M;J.AW9#D9[]V ,&?7 "=,!Z;ZNFO2H%*4*9V,1#DJ:4.YR+')=AVJ!#[^C6(M][8 -
Y::W\0RJ35+S;MSBH:EYKXSP,]Z<>'O\GN+;VHU2 ='OT@L%EEQ3>2>*TF:R?V=DK;*TWHXV>HI MS5E1E46W(U$\)I5(1+>.(\W53$!:DW^UM +KD8WEMBU%U=R+]#[[\[GBP;/;
M+,E5=>^>7DW8,LT'RPG/;:JD[MVEYCRMO/!2<=Y@8,[4%GZHLN_2,==;_=I@ M$-HK7AJM?JEEKGZMO\ZEMS!-URPO9V2%*V5DS3SMCN7B6KG?#>=98<^QYX?5
M<[#F\LB/1^'1/2A,-M:>+V$'\7E?Q.Z)J2*A%JDB&RD&=KX0P'SM YAGRM=C MR,Y48-0B7?JE!/,%'=J#N\9O2F3728O=4/4Z%:_L@!X;[K;55Y%8_\\,W08 M.D!^$36KTG)AGSJ4D"=
(R,$Y^H]%-5I!2 [*6:/8+(M-.K^%R'[W=F5OBVIR M\&J2YI>'HRBSA:-135!-M"1O&G08'0IJRLIQE]H^Y6,_WW@X2O.KJ(1,'_F M^[3G[HVIZPS1-DL%.0,+WQ3HUW-
*AI5<*CILFK(^/3FYOKX>U((-+HNKD_<5 M&Z97HCX1_))6)YPV],1R(]?VHA,0$,LR7=^+K,#T;2<(3Z@5&+9K6N8?EKAQ MN#48-J/[!2Q)[A8PU48N6-
'E#)VJI$D(<<7J8_!^U"5MRGRKKZ)NU(S#!PEY M J!WJ5:WLQ&3(CXRP>:KN$QK61YH9N4$U7$4-91?+<*(;1]TT/C'KL*"(O(R M(@(VTG!"VW%V%1P4E)<1E,^L*529%%^F?
VA.@_DMAA?(+=%0=%=4/[>YH+X"SLZ[A@^*"O(:U%$M,,">>V: MVK:*\S[:VM#:_]-DPK?C=M_7EL9/2Z1H:Z)VX &2I&"LA045!T%Q1D
MJ"@KVYT+T@(6%!%DJ#O&4"US8'VG+U/34+M>F*-."*9<\ZL-P_R<)*(BGT0# M>G^L]E+@Y$*43;<3E1UU.U$=RYHCDG[&HKD6(E^@G.K0_U$VI-68_$JSK+@6
M689$%*T]8H%8(!:(!6*!6" 6B,66*="_D59N@U;BBEX->[[,*O69M_S0;=CY M65:9K">L\GU9I1FQ[.[5L:*,DT^?/I WM)8[CS-1UT5E0#OD=J.5J-6:WXN_T%'Y[OWR96\GF\K/
MLM>>]E(UF7J["[/BOO(O'*#=%.S@!^2TN^AS$ O$ K% +! +Q *Q0"R0TQX\ MI\75O!KV?)G3.MIPV@NX6\[G.SIK^V\459 <] MSQE.F.ZD\4J6=@ST:YL!#I9##2S&]9-
S[YGC7R4%3EN-\G)BU*RV-G[7W1;V@.GM?M4 MTPM:Q307M?'Y)A/C_BZV:=H[1&"W:0#(KGH:3>P!8H%8(!:(!6*!6" 6>X0% M,MG="F2!R>+27PU[OLQD-5KZ>S^3_9CF%#
[")V2R>R?Z6C@8Q *Q0"P0"\0" ML4 L$ LDL =.8.V!]<,/^A(Y#?7LE2BLO0^3L59(?A]<##X,IF33,5*<6T4WBE@@%H@%8H%8(!:(!5)3I*;+U-1&:JICSY>IZ1[,KKX(-7TF
M/AL@@=IS84U41PL7A5@@%H@%8H%8(!:(!6*!%/BP*;!E6H/SWR[T98(:*MJ> MB>2YM F9J=_84V%!AQ)BL(,]K6<)NF[A[3T$O@O)4@LLPOE_NJ7J?-<'J/
MV_;TSQO@,.&LZQZX1\0"L4 L$ O$ K% +'8+"V2::S/-BP^_[D8@KXE^[9D(MS#*[;_2FR(O1F)S=P-%:3G1>L*$84?*_0 7)64\,/Z7YG[''_4$?R1=Z>=^$
MX9NS)\X+J@I%:!5S:D+K*4]V=6BE*'SL!QG._UA>A^/.R%ASY#"OZ_K9LT&:\J_;?-6;G3 MWP'GXC+1$9I,"307&)MB7?(4R=I(4<'G42GRFC9%-29E1O/'4A&WW6JBPRAM
MM8<'*8P_D&]#043'[VM%_&LV%%R5+&X*T@Q3^/6R$IV(#NF57'@L&8E_M.*ND'=0=W9 MANYTRL-F,]?K7HSG7IP16:Y/2?_,#S89BDJ_,HE^UPJ&)?23)FT_5+6E>[]
MJZ451&N@"%]%653=N[GK-,M4GD \O?(OWX6V#7%"F@FN/EOO2%*H5/FRJ %4 MT(UI@GS8:\ILG?%C, -,E$VO4D(N(8%O0]HL*FU="J:Z+!4TS5D!SZB40X.N MQ6/0NP2ZEC,Q6!
)GEX1EM&ZE@'0I3#R@HL>41A(>;B7F4S<&#RMNB:?PK"V MH_P=3VMPAN-3>?3=0@@%@4Z:J\&:S!ET/TSDI'^*NM00.8(K.?-1>*]^2O')QA=1NTNR: MCNMW1R?
345P(8U64>O< K(/S2P;[*X-Z!^_K(7T)&D=2_N-1#;_0IJU$O:)< M77=#%A<9WYB!O#C_VV_OOZWC?+?1JM^_GEWVY&BNW#J%X:T)A"5C8G*3..=!ZLZOP6/ 6\E
MY10.@!.2X68LAC1+I,>0-U)59"8G--(WMCE+%OQ=>B/XN^Y1EFD.S._["T#8 M,EK6XK06)97N>_[]@+KWT>)_%5:0P"3I^]!A?^#ZT^./K1J(*?OSLBI
NHR)>B7JWWK+">8=GVF!H[OCS5Y_5C7Q MA^J\/9MW?C2%\G&HNFX<.%KP5'GDQR/[:.^16_+K*RUXH-7?VJJMC\EYSNY< MO_Z0:;!?
T32,4LXS\:Q1LS48M=VQ#H@6HH5H/0$M78.G'?5KJXS++Q!YGY+W M[26P#1(>$]NT'UW'B0!NU@P<2JS^_AT8Z*U.,UL3^>92=_X0X#TI#XA?Z=U MD9-
OE0!V3'.TLUH.%/+4%T9K!99SP&@=D&RAN=R!04*11K00+1W0^C!,1;*\ M0=\LAKO8W:ZI\GZG:0/'V;T O'E@F\([<])>>FGQAB8*5UYP@$MK-%A:XZ^_
MM.:O)W'!QS_]SU]/ALTH^^F_4$L#!!0 ($^!"%F^L8&YI64! &/_% 1 M 8V%R9RTR,#(T,#8S,"YX_N/WU+_L_9W0VY7S[1 MC4,N@F6RH7Y,3LA3'&]___[]R\O+=^[*\Z.)3$?
+OIN&6S>DY,32?P\I [\ MGEPX,26___CAXV]./OR.__^'T^]___WO?O_]A^]^_,V''_Z_#Q]^_^&#UBW8 M[D)O_123=\MO"?3B8_L^96Q'KCS?
\9>>P\B]&G1&KOWE=V3.&+F#7A&YHQ$- MGZG[G:#Y&KF_CP0/L1.N:?S9V=!HZRSI'[[1.%GROR5A(IB 43_\]GN^>$X< MA]YC$M.K(-Q_7P:)'X>[M=,C7QY!]%]'E=^O@^;W\
(PZK.KAQ>!+OMC3*S1*[!>'Z/?_S>_@S]/EX\N'[MD^]/54^Z=$^BY+%Z*/G'W%#\=[6-O,?4C[Y'1$VA&0SS;T_SK-__YWPC!K\C;;(,P)N)CN@F6.';#\L*_3M0:G\"O3DX_\H/Z M'2?V#?
$K/\.:#7K?;Q+JL!TTB?2D'CH)=2QA]!_JQJT\QYU&C)JN$_6/$_A'
MX]B5E]%A$U#WAKIMN@^>NYXZ#UY8\.:OM<,&M'SN^RU*Z29X3UDZZ_3UZ'SNO@1]L=N^AR_L[_C__I21.]=^Y[U[ZL1?OKOF X09G\@WQN$C2 MO;F:IYJI2[D
ZR%/IQ_@_W'Q5I-TTQ\=WR6"&M'(_,-_(3O+)@T=M>.X5[]L6K7=Y"_5?@VQB_><8Y2/O_A.XGHQ=<\# MW^5W*_[=0?/Y0W<,X?!0W__1&D<:;MZ4/>673Z%74X)\Y]3VB0E3G3J1)(G
M@O[;MC=N>Z9%SI?+,*'NY>L6UC22_^3Z6K"A#\XK_XWO+N(G&IXG8<@7Z<9S M'CW&YTXCT"714W&0IC2AEJ/Y$2^@3 T_(9(\4.QB*OH;]_#,-?@K0.K_D1CC_/>\T[,TVHY
MA=_WO"#)N]QPW[X=$&,'1'RA:>,#GLH2A9;#\)N]#X.\1;(AWO9_L/WO>4_)EPQ[G>@#ANRY\\CETV*Y&=%U+102-8G]F]$3.WM9#:>3%LGI.)Y M'&?HEI/ZN_%.ZML3;.
<)=J*G*Q:\'""Q5Y-I.5$_]GUN^4 $1WH[$!ULU:G) M9A&N'=_[)S+"[X6S)/)\&D47-%J&WK9HL]ZG6\.&__CC#[_YX8>BZ4BGB9^_
MHDHTLF^[N_NWB>;C1/N%JM[;^U[*WYA^O%\B2Y3?MG>\F]IZ=&H]JJCC^'*\<*?'9;0Q2J-#KOVHSA$QUW9!=#:OF7W?E?:/:!(D"1\@UF(MFD;U;3?
W^?)NPV!+PW@''EPNHFYA"3_3N/+SJVO;LHL_EG91$1*N7D5J1CBQ MM]WK^"W^% 3NB\>8<_4G4<1C:\W6_ZEP*J6/LKN'9OW]8M6O2*]MZ($Y+!*$]_/MF'0\)A?T,2YN-_ZN
M9=L^EK8->KTM^S[/Z'FPV7@QRA_\ ^*J/B@#U*]54)K:MVS7]Z7MTHCAIY0C M][:/'3\?M-=![+$+W@]^72G["QOX..?[Y\\MFU,V^>B"RMNV[&6_HVL9&_P3#=:ALWWR
MEC7AQ)W[M&Q?V=PC">+5F)%\"RP^Y(%,'B/Z:\+9OWS.PJ$:_MZR667K3D:! M"!)O>V/>8&[<-[1@/Y#V?+3W8!.WJF?WKRD/6WI#^"KKM[OVL;-._O;LNVG
MPJY.W@EB;QMHR,"N;^2^G5HVM&R[Z6!J?]M@DS;WAL^TN4?+UI;M.PWV][J][4&HY!!5!38>;D]^.B!&[>+3M;831KM7"^[?1 T<5SU\7Y@KZ=KK;,U3XP\KB1
M9,O9*)O;.D4E@P28CIH_-RKO_.W@F+?#[GUX#)!M/D#_7K;J[6&O?3M%QN3(MLE4VW7OYIZLPV("P'CK+./J+%S^=)U',5;4P.MO=T_#96Z*B>!L&;L);Y(Z5
MA7%:SEG9V%AE/=VI>;V?0E"]A[UMK M3Q(M)Z=LRZP^.6]7D1V/1(;4DS:\X1O"(K0L1I^H T3<>9S1\?E.)6'(WXXS M)_+JKB9KX[8PV:@F?/ T]IKK)836K;G=CRA MV>.:38O
O.#\:3,C_#B0?CM!!D_0WO+[(71:3DK9.MU\4MZN%LNA M"OL\149HMAR8LM%[S]"&MS-D_0RE,B^VNN:KY:\!XEUH/CT/4S?B+:>J;"[?
M^U1I,K1HGDU%J7AO)VSP$W89Q=X&8'7FFR",I;M#!K,L5D,=O<-&;3Z3O^N; M4YT_D^D4B3Y'%><#+=[.ZPCG]?R)KSGE&O^Y$X8[SU]+54X1,G5"NX[3<@M;9O.1%E M'P-0?-
M1PR;@AH2!OV@C7K0LEC7RLY2<#C;S5^.D#+U/>X(M3I?@GKZ=8:MG>,Z8+!O:P(R^Q4$47-!FWGRPO@LJG$'(;]L+B@GZ/GPKR\1 MF W.L^58K"!*=0FM/);$U/U,8Z'*JS'V.5
VY]-R/LN^C\KSJ=O0\G.&WZ2S MQAM1FS>!B0M+OFZ9(E+74R/T8^=W*^_4&_]!*[A9[[Q:XK#1(LDCF*^J7SL MP[X&Z]-K^3C*CI?6CT-C@2@>\C*"Q@91?,BLG_Q'HCX-
QBUG(P*7.3V3/BW\V).)6[> MVLR*(MK)/#WQ]=X$480B'%_I:?463U(J4X5MC)HR\DKNR\ZG3S=7B/;R_G- MU*7V#N;XK103LVGB+W(A7&_'=:CCFA??SVC\0JDO.\/NB)T"R6JQ!:F>-
ZH+ M*;0Q9,M1K4#[V?.H%M09.;N4C#RQ\ORBG)9-\NV8#G9,1;0F).%C^YXGL(9: MR^$Z!&V[8/$3,:>8MB_/T]N)&>QBP[?F;))# M*.DSX*(:?RK'"OX'["8XT8R_Y?
2NCOA$GK>T161/^J'[_4Q9-\%X?J]Y\?O M76_S7K9YS_7U;\@K4G@*Z2IW6M-.'S]\^ %)N/$)_/S=:^3^=ZUGS*?[AV\B M;[-E])OWAF;&?X8J]8%_PM?.25A\X#QKZ0P]ZV#C>'[_2>?
(##-G'.)D0S>/ M-#QTPE4T!IGM$R<:+I-'>I(NTH%S;J#49^8P,(TVSG.FRZ"P,T[Y_$3^@W-S^KN3T].3CZ?(4S7=@]F)])W@#];W
MZ20BN*'A/COQ8KHI,Q"5MX#WUJ[/D]/OQ)2K*35/6CG'X\.?TM3KB*VA#3?:!A1,W.N4SR\(EW-T(%2P03 M4/^%A&,_]N)=KF:,SB&0/E$D =_LYX-/U8TZ-3VA][<>4JW/P&J"C\2E@7
:*!+#1 M4*O7:S+#KJ\M;O;Z?D>=U#3/\[D3/5VQX,7H,] XP&'K@#)F1)??K8/G]W3I M"JZO^;W!E_TA=, //P]#2*ZL>-5R6H1.!5B$'Y!7Y+.=I UA=0](YVY"ZP$$ MK?
+9#7UX3U[W(VJ5WS)NZ9Z\U1,8EH_.*'&G;0SM3\GJ#M4@4^VY32U4;.U5 MUTSZ/39M;Y*V>.V1A[H'^R9&L;4BD/[8G3.]M=4OKB$)<,^OK@,E6VM_6-WW
MKGO5A[K5O2W7.M]K0^NZ6^4A5PA\K^E7]+0K7;75RMY/K.I&S=H75BHDY01O<(MI.9]%\+84+;6ID&>P<@2OL'3=1CQB6@#!NM;&5(H
MC,]H*BO=KQZ3J=4U,8N)K&B?;]CH(%/0>KM7SC&A%^\[VA16R."5WV.$J=D0 MS'Q$)D>;V@IU+/1A>JGV&G:R:W9@Z8K!%K/7?":[RIT++@RVKGO.X&A7LKIH MP&C+VC2=
(]#;&@*ZMV#V-3K3(]@9,V+!P!.P&;UB9D&Z4H*U(M!F;GG*%/V M1I@Y&T.-/.65.QP&>7[[&@#OQR.BE+S00!,:+&I/"2_0$&RR.X#= /,H8@F&Z39\!&M(- M_TFV!D*U
$W?"R:@84K=BZ%#2B8_*@5.N7BNX?6E P?+7%-4_X,*++".*P"_MR19_B+##>!SH]?\QW2)<<9_^*:AX?NQ)OW)\X,0<9T$U(/P!EW[FQP=A. M= ?5<-*U]VCL92%']P%S/P?
Q7VE*PU">GQ7#7^=NX_(X#*D#IBJQ'^O?1EU M&G&1CG+5E7_YM!VYQ#UL: MC[9K:: J8%1"X#,-41[TEW3QR+QUT_YTZWLH:V49"WZ3?@37_ED 2(Y\W'-G
MZRSYRE[^RN6*AX!/8\G/C+.&Z+T@"?^<."&_[2X?N5KO%%@Q0G*TS4NO,Z'2 M<)E0DP-54*P6"0.9U&/V40]W5 MO_IBD_&^8D"_IC<0\E.,-:L(2/LK=4*X@NH^V<.
(C2D."95VGL1/*)I^=C;T M(H?L7!:#ZKL8/D>WS@[DC\6*#\=5_#CT'A/,) O:(-C^**#7JDY>?Z*C;1?: M'&!N3O0D]D&>I)J]JF__J-YMDM__*/'%6VN)>PPJV3^ZM5I@AT[C\:<2O6;
M+W]-O C=&+KL\G,0:Z=)M.)/> VS!Q(;?V>O_6T21[@='RL?@"X]1F.C6J/1 M[%EGNZR)O$LPZJ35C-&?L/'K-01'+K\@) QBW4]Y]-8T_F*'RU-">3:7AHA
M>U,1(5MSV9H=8KRKE^\8?S#@R:Z[;+46HTWSU9<^:T@!Z9(_E/ M?N1HZ 6\';],N/[%-2M,1>-B"Q?#:U@>:K31EJ\A(C)S,3S0U_B,C_]+S:KL M262\FPX"-JZC**'N11(*"P+?
$[R1[R@(1DO$;>6M\![BB@+HW^&*>C'GH-Y< MVY.LV06)PEA;#/ZO;"'X/_Y+YD(O0GF&*Z2/VF:C[=P%7=$PU#Q2FF&@7NEK MZS5%%>QL]\GY1Q">,X<+0@V"X1X4)F!<%SMP
;XXZM?)?[7-1SQV6? (_YG1 MBBB2VK/7H>MXQG/-6RFL:$[VFP?^4^0L,8:C49S=E\JX%W\6Z9N[ID487M/5 MWMQQ/*92[[W*Q&JRK=:U'FWZJ98.'[TPYLK<=Z[D@?#?
8H'LWM^P$E%V@JG@ MB.PWU=_-WMU'% M]T+N%YIXX2_-+Q*K=T,;T5#<)\(QH5S MH?VRG%VKB>)_#,0YRE]J+>J>Y1F,[1;0\79TN)TV#:%S=\,'Y(O/U\[5/+@8 MS+3P
3X"H[QI'#,JK*,%4?T+%[_JM[PW3<,\:M?&8K7B1^IL)XTI\HX!$7'N M/H.?M(J?O?I;=:R=XUW"KGV7OOYONBM,OK[=A((M9#0L>GCA,V]YU/8@,)[% MI0#,<_7\V;O3<'P@'+C.?-
*EZZBV$#TU+!(Z?8/1HZKU!.1!,U;J;M*DR;$F M]-W>AA1N>65!D%XD):F)E[OS-]R)F.%7X=[QKT*0AJ-E $8Y9_,8>NZZP4'= MTF-DEVT:$]E^@U:V'B- "V>Q"&_#X-DK/[ZMS4=>
<;B,E<#F^0E_@K+4CC.Z M"G+I79>O?)F#D(M#3KA#]:O:H]RX:\,. 'S%UYO;3)R;?/Q@R4N7QU,1\70 M\&:G7W.?T5C)0PW"0B3\^IMD@T__ABI528V M+_]]/$MY 5,(@9OJ3..5;

UK$+>ZP98\JE0'(Y^+UQXD;-> MAQ#Q@]&,LH(BA@<>GJJHD13AG*(LHX@ZM %B)P,Q^[QBN7A)WW;\30\>9(TZ$M5>8[_DR6N,%J%(C2F$.-5<\4,SZQ4<#$>2(0&B9"A?
B$O2FV6 ME38B@37B(>7CX8D5V9'Y"1(ZY?K(V,D7S&KB:6"!5EA14S28JP0TBT^>#\ : M]\DC$XEZ\ 7),+%H&.1;,3"1(Q,U= I<*P?
_6I:!';P"%B/O;2]*T>"N+&Z6[E^(,;X?.9D(KM7B\L5D>'Q)U5$&JET4=.\CR4-64T*V9V M#OT!*RX^\8/BL*ND9QUP088 '6M6EKY3SZ6!9/,??,FYE+:DU!5)2Z8#NQ5Q MD8[D'1;F?
70KP*J8SY??2FE;8.[9B_B85T%X$22/\2IATM?:%[)Q"?D'TK:*F* IGI*1IL88:9O%Y (#S^AY?Y"%C"!9"1 D&D5+=GT3S+ F/HZ!@9R. MAES$P(5GCPNN$H-(+*](0.X'/Z6 F3+PE4OR1"
(I\|.UE;^1^D3LO,I+32#A M2B02B5I^A-RS/./J[<&:#,BA*L W*4A,.!2 " 3=1(SM)](9O]KLQ9H/KG_G'TPSP$JCOOF],91*S[X]X"2 U5^LM,S2'IC]
MYP'C/P4RD$W/5D714ONWN*_B)\2WY 0?\27BK'^"I-O6"2,K*YHJTCX:IXIMR?>3\U+TV-7S- M[&'F-X"@&O2.9&A&XLJS7PYY>(:K_"!-J*\VW1_IK:F7:A8G[C.-%RM^ZOJ% M!^@5H'-
^]1+LB&[K? J8.V!%N &X9E4,%]SRX*GGF\^ISTH.^5O'AC2C(;$) M!ZQ6CJ-?"$6V=ZG[/;!7ZL,D7^4 O5+PG2U(%?-L9<%V^4"Z8^2(Y+JY@ M9J/.# H#?W*BP"\(Z;,7.08@&9 <4?
2F/G-6-6D[.9P&9E^0O?)<#*[EI^$$ MP7SY:^*%]!!C9B46V2T?]0E5U M2*.1ZULG),]_3AY8T6VI%;&Z1/^M(L1" Z1U;(<](+*(I,P<,T!2]]M""&H
M\6[NNY"ZM#516CH=1L2Q18XP]&WE4.CAH6JP86%@AF(Y=<:EK%YAR!ZPNE@1 M-03A8Y!TD*/D-.\YW6=G!Y?D^.B1S!3[;*(2(!)4N6=HHCP*%M*S*'+FSJB_ M?-HXX2_V:K?
T*RE\MJLF<(AW.0^%]H-5CC0MARH =1O%C]% 0N!*+> MT_#96]+H/F#NH<&H>6M[%(O$6#S]Q\<,R_.!I/$>5<0)4+<08XNO",;T4A6* M%LE_:DY=%9TFX\9NLGP5(RJ/'#"-U(.
(A;R9<=8GU1'$,JB!B?J% M[A%':4/XCN7P1!O?CA)L?8%R-WYAE6;5R^0T+=.(YL4;SZ?7,=T<>L^W>=*! M/L$!!CL#4'GTDC\W\0[3J/E]Q2>#97_[Q^T)ND0C+(O]#AO]9IHE-
BHW6@8, ME$;H=2E)&M;DS%YSKJ@+84=80!F__YR5@'!G4]#I,?>"7"-T*ULG14:JNB(? MT,C#HO_[\&3[H1<2/NR!9B,8V"%M7(QN'L);M$+*>O].7%"OKIL=T>W0=@3
M'D<1)2E5(L@> 2=L)!92U%*N;+QXC/45/!0=*R*&FKRL3WK_1&E\$RQ1@>BA M)*,]%G=!Q"1RVAZ4V PBK+9)U! S51AU8/4YQ7_OR5,E^KL5Q;]!TM7Q3J6P M_E?
JA(!#WK,^PH]?!U==)/H9ZCF8":*//",P*(+*CV<-Z12$"3Q2QM#D"9@?D82Y@FT[?13';>JR;:998@1N[N=6FN2GB M'#7OT?"!'OA873E>B,[G"R]:L@!D@SZ7MHI1 ++2J9T1MG1EFV-
,^Z*.:^:L MPVZ,B1#:-*N#2K49I[0('S6UK<77*+;714/B,B+%S\157$RPD*OZCF&MUG: MN8:/J:0(G4D5.4KJ6:UX8Y*ST2@-?&T7U>!AA'79G:&YN M*+_@:![!3OEP=I^<&#SS.
MMR=\5(4!RZ@.N7#C>#*/U' MX-US(5Q=##["-=R@D/\4]H1#1@*V(<9-,]3%EL!E!:1];+SI[T4G!FTED00A M]=;^.9R7T$"]0TGO&*;-$X;8"4_F"C^^O14E[ME(:Y!
48?"BVB9]C."I9;!2F/L_=?R0&=/)LL"*,Y5>]!*D-&A!#Q"2(F 41 MTY@)S61&\@ND348+5DLSQK49?=7+EY.$AUM#&W#C=PFCIQ_.?CA]"!U(0M;0 M??K?C$",%6DU'2^PA531KJW
ME=H/D*QAN>Q8GGL;R"TAI1XX6TV4FOYLG/"FXK=Q4QOE=.1TK?R[1IG MD'W%O!6U.L4CIJX+'KULB*'?DL_T11,1PL#G/RY1YS8/O 39^["9VIN?&Y!@ MDL'P!8:&YEF>7CY,/:]C
#-EB61SU^5MHG/^XR)\"%[ZW;7BT$J:7"2$?_'[M%>@> 2ML/"XRS!]^!R0,\%A$:FH9"M=("I$:1"6?YO!Q;RQX7P=C5.FLB_/K M&C1?BVX_:;142L^]J!+2!T!!D;!AZ_R3\^S1\&]<9
H=$QBJ0(T(UN^=P&B:="U^;)(PQ+]"3DD6/_%%X<4*70"+DVTKJ]<;X*"L([%(PZR MA EPG<_\3@N=. A_?Q133P7_.%]MH%8DL8.I(Y))*090W@&"XV+U)5*(POTC
MPP1U&8F*]$^"U4D2#5TU9"#>6"U; *SW)67+CF1@GK^"I*#X%.6_0WW[+)58 MR]X*>:*W'.N,VNFEK.=_&-O@UEJ\^:[*6F2=,2<>>ELES88V-)D<2DJ+/^- MJS 321U6E^$\|,%2)
"Y[[SH%U'&&'Y*$^,U_\1BM=)S\:%9/W=XYJ.")#EO M[7LK;^E@&,KJ1!;I(!&,Q3^8:/@J:M:70XD^^L $"*45I<4_,I@";?P9+I.< MP@G. 9M;2(>2"69YZ?
F.HL$!Q=^2"&W&65RK1(!15Z^)(D!VX4M3=2&^LE7I MIAM8]?'J/J5K_S8,UF#A,P&(E-&%6")%^9CX8?^D[D^. MY]_T3',6(^32^JY^/OE\/2/9. 0&2FOM6LEX'H9Q=AC/Q\EL'I-,XVS-
"4:B M9#2-OB4A709K'__BBF30^(D24=26B]18@86O5I15>GBBS"4.1H9#4XC)E#^* M7F-FTN+?A(,LNGREX=*+:"^,/1@'382%;&N2;&%QY!!H6\1?"V3=4;.)C:R!
MLOVT)PN+)G(\D@XX.'Q)AK(O4G_R7?UXN:C&X Q8] M7 I8*G$89"+TB)@2;CN-'L'4!CL)&C+J,\K*51TF7N1W!=S*BC+)2!\+,Q5P MYL?(!JOEP(X$^T!]QX^Y-
A4&SRA80N#/"SPW=]3;/"9\D7L#AH@Q0'U2@Q!' MC<(??WV8H^25Y=C4Z)-T ')W_&P6M),]=G4P+47'KH=X.D/0^T.&YO6=,K,X
MU_2RR_!5KH*P(=^A=XF[\>I2#,HC:V7/1BCVC>>#UQ8][E?.$F'OKOUE"+*- M>^U_U(#D6E*.29)!R5JU*]A)?2OO>?)L*+@9J$5 M[MQW[V@,E:UU?
1=#$WI=>I\3$/,$@#;0XH]G.B9&?(1BU&/F-Z?+WQ7XDZ,4 ME7LQTI#OL#1X[4X_/CYX<;\X0"0 FWCZ\=WCM\JT-]@A-3%]-LK,LZ#TZ(D? M,?
@/F!^?'8:O:ZS02=&VLR]+POQWZ;NIOR-Z$E%3\(,VS@R"-5(@5&E'XOW@ M7S+6[(@7@$L787S0$IS1M>?[Q[X*N?(K>_%OIQ;+(#SGW'R2YR7\0+,QCI(S MMO]&CE&L2U2N:^
=Z4$U,4*G^^G@+G\J F744^#=XYKG?J_$>DB&][Z MK2OD5UZT=)@00[X[_KAH"D575!5H#Y(]RB8*9H:+/*!*LD7_AQ'(M.)NJJN M_!U\!E^XZ/@0G#MLB:$96;
(B_R5SHD@>U3Z[EQN<4#DZP>!UDH#H&@?\>I4S M0-.7F +^'B:1>N2^KD5B5>NC!B8X,J0UN?PI)>G@)!L=?X_KLY#?_->U/@7S MA\%S-'BPQQV-^ 27\()?T&?*@BTP8J!
B"S<,B,Q73[Y 0O6NQD^Y6XVS%$Q M)S\"11-YT:C:JAMB=L,TH;F-,5OE:M($-E62U72^_OD3))%$"-Z:DR!554 8 M](C85(*5EH^75;.UEC,O@N-D':>'E\!,.)RD1^*78.
S+XS5QJ+FC$G9"D@ ML>_,B MSD'UFXKV9T5]AJ@U I4Q'2$MX637[CP$Q[K!N1O/U@W-9MG6A>5N#%L1F TS MF5?AD+(%LVX6]LHLV:6+=9]VXZ+L4+8K;/U8AEQ;TD?
S<&W&X1ZO>5/T=+; M2F$N-\HQL:34@CS(O7WDUE3O3/BS_FL")H-G&8[6SXF1TB-($(/3!G_)5286 MIH)=(\2(]TR_^)XA2*,TR\Q3M$D"Q =/ C3&4.I "XG@)"5*D*JU9#EC'!5N
MND61HV'3P*5!)W(7UP7N&W_6#J4H--EG!*EC@"V8;T)'9>\2_+ M85,VA^"2%1C,:!-!' I]8(G-Z^-DL(BHT'4GA[U+YNXS2-@I&D^@+#M8U/$\ M8(PB5DMW@>-
'P:X/Q>*I4G;D,&0KQT$/ABKF/B.^*-:XS(8[,J;K,$'JN:YB M^MBVNH@#(]B]U;@]3[F5]3C/A]_B*(R+ 8N(,N1LN*CK"8BQ"WXV>UD/$5PK MB\;DWRR.0&@Z!!DR-'TH'IG.7D:;2.
(SDI$G%Q9"[U659DP3Y.)UZ/B1@\=' M91YGN<,'>ZNK4\E556W242U!Y2:><0O8U>0>IV-]"DO5* MKH1+_6#C^0AX$6?3&#K2@S^/[N4KI.WRU0;[8XIH)_&G^U[38@C^Z6*R-+R\
MG.GLVXZR^.MA+^@A6$T/.;(H:*,4M?!U;$,N!@TJ'HP#O.1.>T[:;,J>?;6 MSI>_)EY(;P+^V62)G(>:I[075A(F2-EBEJMIUG+9'YP40#\<&RN5MZIE9C*5
M!=QQ>9"D:]^E*P0U0DPC_AVR!-P+2A?I!461J3'HJ,NC)7U-7+,JABL LK)Q M)8C6NW3H-/!B8OYGNY\HR'S; M)V_IL#ED79FIY:"%GZA:R.CC57-
*=88(S>Y8+%*LGUK8QQW1YT9P[;Y@NJ"($> ?P9Q+C\|(^6&B@$-* MEF1TCY]#^=& \HRI#6HHV-)W7T0>Y+>DBG>+X#!9U <8]<_YV[<.0EFWMY=5 M6@LGL>?TE\(
5[LRX10!K;G4V"]](HTAIV3EL#J2)S\'<@3I#_XR33+'JOC3)367N(S M*P\FAMV 0*/$%PA:%+$XGVC\!.6H+:Z#?-7@K56H2W_QXB?UWJ9"%KRU$03R
M.Z^'IK]"7(9Z1;\"MO*NL:^'KWQXNB93J@')"Q]1,T9G@K@:%6PBE@)Q;"R(MGGUN\Q!K&8$""!LR/LNE-TWF!N9KB\IJ6#:%'QB0[U$&=&U$C)>,<,+#R[$F M>6#%Z6L(X%:*
<:"A40!G+%:?G'\$8:J)F8'BV #-S'MY!'RP' N+%4%RF:)] M!"P43/:UNS%\#;&G((P!X?&"/J*^TZ?8+M Z0;A(H#:305%6D",?0L>EAJ$* MD685*0'JFE+7;&MKYAAK
Q*J0@8>/#8TAY;5*W2R M" EFRQ+24&WA,]W?5J?)Z%;$;+/3+V9OM%7'X$/83MX8@F$]>:,3R]9S-PR? MTIP$7JCX@2%;Q\4/Z[QU@U<'I%Q+6XJL,*X4SC=0
%38B/M<)3K9&9>BMHRF MY1#U,3B/@;\56 /X3RMWD$FF6*\]M"[I]TN J);U+;WE M"J[S@HK_7OM*E+UU=@>%:VC?H").WBGRWP)H0BHLRR$L?7/F6:V"D]*6D?' M#-
MKRX;$HKKT8T))I+_N?%\^K&7HP:)$DENIGX@0'A(K *C#+%Q>:FH M^<'O>7, ;WF<7ZVL"==S*-V@O< /_"78Q@/&0);T?-Z)1B(1,])F\O_^]]]] M//WW_RGK
!WKBK#28J09IU9P[O:#^>T-05D,GL]!&<_(LPW]?$!6:^T0#8#& M@]HD=.2_6Z7']LV 2*'_).;?)):!!#9@18(P)-L[\6V*&)*ZG'C/41R2#@"$$
M>$TD5OI*T2?.V.%1!EAE&9<-85'I0..'A)G87MT9I;9WJS.>*,;'V&P1*H)! M(7,#^%(87#*W&AG5GP-EL-6B9C@/MGP?EZL59-8I'_N#\WK'[S,(,?#\A!^& MQ9:*S*U^-3G5*$1S\<))
(_\,X.+=8EP&7:*<@['O:Y?I-R+VMR88Q):>#:& M8X\=N*^VRJA)5=1,#35)S-HW:82)2@.$=4[X27,]EL 1R:K!BF EZHI@ILTV M$0[ZQ:H8K#C?P+1[;T$,< X.(SMB)I(ONBI!F8/*6
X,1$'ID!TP:H8K$1W M_K<7ZJV?^ \GSC/_>M9455D)DCB"(DR<@:]R6=57H8VM%1PFE[FUT\:'M:L* M&!6S*!$>JU-?F\5SLWGD0Q;>AMZ1J<0;34:&H@#HR2SXJ%\.\)188%B?H
MZ%>"Z8N@J[!S386=QT2.1V! @B-FQ^+H%Z$0#:2M14;DM'9$+5%.JW#; 2G0LZ]?Q; P>PJ?5S)_J\%E<+5[@WHDB]="@OVT4)!FT:I_^3QP> M1)QT?(7L0'6-[454@++[?6Y+/YVE
#JK,26?6%+[4T" !0L^H3U=> M+Q7NG:2!BL6WPG@9>0)A1C.H6$QXZ,=;/I_J.K,(99R]>Q2D!T_T-\02R_$" M-B!)CZC-.Q9."A$JM>P,?*$UX%N"#SEY_
==QL,CD@K/N1AM/(Q2(QRK:[$6 MLA18E<.,#V)JA.7<6U9"-"TS;.T3G2?Q4P E83\[FX,R8:I3WDA*=T: \O'P M4[X_"ZS8J.9^3QG[M./G\=H'.V;,]3QP2N+I-'++P #DTP[J(I$3(DX
M8W&@8>\7\RPJFU<'UNS<)^99S"F:'?@<^K-3 (8+7Y2/R4'>IWCW_1*<$-,1 M7 2RA,RVLEC!D7%:P$S.8"N!TPLOVJK:L)SAM#J#*&5P>=PLZU+=87P/+.]! MG!
(D"WK^^GZW>0QZ@:I)0D10FNR4F=OVN.ZO:$58MAA2"9 O5/$L9 .3_,CD^NM; ME6)L:M^EL62%MKA">5OB#8VBWR-FOC2+OF.X4M/YM%!%27V)&BKYSP'CJN)%
MPM,].NUSS/\20IHVL%I%) BUS<4B MU$NM:-L+?01/H5XD'>-.A@_S'F814IMNQJ(B3Q3]F;X@8P)*7V5@TOTV.XC! M)%%&RSY6[I3QLPT96XQIC.4RZ'-J-Y/-Q8AP92\+GY^)O%
M5D):I.XU^+8B47NS=TR7#%C2!_P*V%1.D^:0+)L%3%M$U:&4D"-AIX-J<22< M[*$P#*X9W"U(_26,168 .B"O[O_8J)^:49:1*U)C__"7H:*4>;TSZF:M:-B MAS5NTCM.-
_K66L#>>>#SLQ-AGA!.0]33NHZBA+J]U-*,,I9"LQ,]:9(95L4' MDI7AL!$1E.V5C*F5WQ_Z8A2E%786)2?H7*]C+ROF6"R38Y9GN:F*Z$SRZ(S! MXZ&UI"J<=L+511PLG\&?-
;P\R/>G,_+QP\?OI\U(YKC+L_&GQ*?D^P_39J&J MSO9DYZJ'04@:EGPB/9 #;97+FT&>+TKKVYO,#]!G$CJ8(P6]/\M M(LKU:P7>3P"L!_X=OUY//YS]
<,J5KD^!ZZT\ZEXQ9WVH\Y+S!B3)Z8='\L,I MJ')$D25]UCX*:+&C\57BN* AR-+M;YZ_NRI.*E>H!P"*2PC/"-7/Y]\OI[E M2QK; >
(PR"/;@[UCXBMG04Y=O5!P.8)2H9!K!2X05X"$Q4^820PH59 "*!8C MRO+UHX!5M#VF]_0+HE_;!JV#I(L_TMLO-E@4[JA)3J^W*<\:"I80I
MN4OO,,$%))%&IJN;9@.FVKS,:M6GI1*^_F56JYM)?J;61QC1=I.BK%A M1EB!AS$3=$WO4:Z<0P?^!G[_HC#.ZACF"G7WC!71:1W%Y%EYWC;2%]M":X4S
MV8@X,5X0M@U.65MAD50G.Z:]O\K4<[@!^<+'Z M$HG0.PRCO:.?^!^3$#]@P/_#/G/^+_>0?+G"2J0S(0S(SE+=$G3K$*9S$JQ. MDD@&(JI06RY);K)9"5Q)$ <-
;&O=@53DZ]:N1NQ#XSGQ:2Y6-USV[07;RJF ELH&5$[Z MSYCE)WMC8;*I]8 ,(9F3[&6Y=QS_I]!6_JK+06+\ ]_L;J,8F_#9<5>4NT7 M43HTI37MF;/J2<]2"I*(6Z@*!F *^^\Z+?I$
V\Z:]HW:R>AJ>(PA'V(& M3@(YR#'QQZI8NT.&;@=G"/+DI;]C=_FZ?);&D"Z](/A$/2((C@HWHTI#M@8 MDT\K9#I>B%"(_S][;]K<.'*E"_\5A.^-][4C5-U5-6//>.;.!ZUE^:J*LJ3J
M#ML?'!"1I- - C065=&__N;)!4@ F8D$L6225(3;19&YG9/;R;,\1W ^9X)+ ML(@?8$Q@"KOPLS#[&B?/&4I)IN;;>%OD=3#[BQUO8T?@]08Y!<"X:"(?R,91 M-LR ^^;*]'=19&$,"1E&(W
XZ=/L9E*!&MY];U3"._3Y,E0D$&#Q] K/GLY^1P M.X^#RR2*T)(::T@>3[PG-K>587K(EF+=@!T??&M)EE!H7C1\'Q'I;'IYC_1) M!WV>>;Q7:I J^R7&O2IYZNU1LD7Y3Q!>FJ/Z[U=(-V.?
AWLVJF)?IU)#BC--T1P M9.$/0VU/5 CE?A('0T(D&_U,<B,LXJP>%W'F,62MBWF0M>SR4HROF(;;%=3:D3.TEDY@$E;.(K?,SCXI M-BFX_H*,4W(Q$,9"^.(+@S@ZGK1R]
(V^FB:_YYBW)H!\LX]7%2(/\>,;!D;, M&J4(W_P/H0N2GF-Z?//)Z579<8@_0.Q'Q+#*NYR?'6]<&D8:F7B""YARV\@1(NI$(2M.- M4DC34UA#WQV;'_PM635;WDO3$U-
W^6@X>HSHQ"'QVYA/O3P&;2U5,_/L>>!T ME=X\TQ_86RSB$#^M".#W;Z+DVVV\2M(-#19XSO+47PZ:/+$++PBS992 Q8S8 MA0'P?X6[Q-NQ[/._#I3F2$(NR6@ [7M"!][?
>1<3A^<6<"DL5E?^+OM4^"F6 M4A&+)AH:SDI:)@F-<=O>FC?. @"G]<@;D2PV98R,:(?]XU:I7-GL@=$0:$N:)QAF/EL91(-*T MY"U/[)(;H[^A-('_\,>+9!?A;N/'/$4(U
&7_N8Y#8/U"#GO/[Q__\'C'7BT M!Q:UQOHX8$*Y$!(C#WJ@_P=_:0F>9[E.2WG3-1W3_"\@GOQ?@O]ZYAS(*@XL M>9^31Z+Q1/<\??A5&!7Y'HB_(DP#:[)*DG[FL6;G
F<8B2@QK(XV<2 CCSIG M8O*W)CPRX'5YNX$TH41&'>%B+IOUQ'8/B)A(1\=L&D[AR3ZJ$L3A<;>5%5/# M^\![K ()O\3;;XU80#Q@-3V]-%_V@TS?N,-WY(DK) Q8DCX]GW<*P28
G3*C M2F,^9D0-/@CX[+0[[[S)!](EO%M*%<@1*&-!C5D74R?;X+D_2;*R)\2T$\1 M^@=BZ]")Q52]DB8/A :V@L7T[6<>;9 NU9B1<^/?3T56_<\SR4PCPY\T."Y#H1EXIC) M#?
$+RN%XO\?R7!B@X&*'S_#@-J;^JG@3GR_S\'6(\ +P:43+R[N $(S?0B]> M&/_.*SORJIX.E^9F,C5RB1645N8V#J3ZDY-*0_GKMW(3(6OQG.,=#93S(*&; M)*V;<LXQSW:.N4Y.NE_"V;
0LV@8?]"0"*8=!O-O"*&K)5;9\+$?&JJC&I=O8(UU[MK&\.HAYO'<*ZO(D<(GC+=X?*8<:]<2*5&MI6E&K>>7=QN?+95K@FUQP M */?E.!VQ"6LF>QLD F==E"&Y)Z!"SCYAN7Z)?
B$U),Y(1G>9M CVV4/VW*E MT%EB*^'=Q]DE.M/Q[RJ40/@2\ZN5$>\X^=78@+>25P[>C7Q91:(;HF2IR5?: MY/K->G+M5S^,:&9M06?(G#!',+W".YGET&:D-U-
I+ZER471"]=YYP3Q&PA)&KG7>6? U'!ROJ;S2[Z)8E+.9\.D47^#Q3XQ'9+VEG3OYM!X)N,OG9V M4[JRS[P8Y9.[;Y(>JYR?PF%&8*.'8E92@JKV:\?_?,C44U,KS=N5K+R2_'>7 M;?JG?
#6R[F[";.E'?T5^>AT'5_C)-^B]P4B@C7K0*H2?>M#N(= 2V2.C99FA MBGLL0NC!CW !O'C2&A;271BCVQQM!@FOE?GFC-F%B?0@[DX^'$A64@Z(FGB$ M(7ED3-[?
850>&=;DF]@J$UOFK\/CGSR3P3![- WHIVD;EM9S(P\ZOH4$%"(E M_)UW&!2Q9=J9/0+N0C [S95=8YSIAXE,)G8PKG2KJ"UM#]]I"E#-(BF7 MR@-
Z17$QBKC(F@(C:07NC@^;]2R!/Y.1R!Q##?LX\3CP8%V@1(DWR M6O.]"'@JQ)LD1>$ZIO+%%)=/A1@QC(/BEH(A1ATLL MF_4J#2:GF/?A"9W,D3&NLK[CH+%%.=#
<4*9#:9J<'*H1KX1P%2[!BD31Q/"!0$!^L:PUBDC,4U(M5I[0F5?UYO'N9I'6YB _.EG* M&YI7(1U9)G# KSBP93U.KDXEYI_[-!F8@8<:N[:D'8>''(FCO9]EM#Q&M)(9 MF,@PS#N]#!%-
UDD8PT?#DE1DYJV9#4Y-54/D7.O4J\SRYV51DF_I]_\]-@ MKTST4BT>'(K0A7?1SDDHCL2[V-4*EH\1&,Y<^>NML2YJ<"UA7'O7Q;7GG2=] MI,
[)M69,VBAJX'9HVL&0$:DHF"6Q5"6T7F]0NL8CP+?#M_P%UI ?C^&\Q=OU M:,,>:_E "(ILTL+76@51#$BMU]]SO+L!8_4ZQF)5.D1E5;5\YD';WM^KUCVA M^=
MFT=L77#>0/;E6L=X:WH&V619[T?%&ID'[\"U,]^COOG"(P?MQ8ZZ^Q%P_5'U M'I('.D15!W,Q9 EQ9I;NS$1(Y0/W_).>ZY3?@:>B%%!(/B?OB7O*#L^H_PE MF4U[(?
B6TLOXO,#=IX"[/"SM8"6=GG$!V"^;/B"JHAI!#'6 R2WGLQ%$.[SW MP^ F2?%Q]W.8O\ !@I<._F*@8X0TGI'KTK"4]JWJC/F*8T[6X6^3#*4YQ%3 MR!$--
IR%2Q#XV#LG#B'*G))PT(R2/ORN-]LHV2'B1E]C58I([CC*&.)=OR4: MS"5!:V?)C65L/ 8><95NEPL1VTED""@*B#\&2!S"F+S%PC1:$G&/H@J5:M@2 MI-
V1RX+%MZ>\1QX9B;PUZU1 I3IT+D0-!L ASV)&']H,X/T),&6'SH#6Q;#O M2IC<*/>=7)=S_0,]:;,RK M6IL-+H':)L%5*"B6^6*%]P^\LX?&K=-F_W_B[@0-XS<,:WE:$6TL>JH'*J.# M-
>B5+1X$&0WM@6I.)E>M"XG%%JM;O$QH^L_A"*1BR_!.#LNVYX*,&Y6T2$Y5 MU>PE15QYK&701'MRK-,#(BRJT_0%E*E2/-L# MHJEQ)77/U^RX]\1E>GK+7.X^)F$V0G(5-?
KE71\'+1'+;(AW51)MM"E1_OT M<*=@]1;N&.CW.+C1O'R,%P,W80BW4X[[G_S5M F)@R>$[E\F)+X&Q:/%<0GM M$RRI6@_S!3!-069T]!2VG_8EI21MD-
C)Y")4I2%9K$1+V@,BZ:U)GF0B-CP+ M,139T*AGO;UMQKAFFN;T$9 J"*+%S>N7<%])BS3E56V=>3<_O?MR.QMR^1BT MU-QD7O"C^1W^9L.0NF>)C&JKL/<)M*X_DDL]O8
>E\3K=Q%!>F18OI.K\$>B M4.H'(=SY^#[DZGC'*9&LN4.F(ZHOMC-1$(/V)G>8 #^6VRPK4'!5@!J2)@6E M,$)+?#AD(?"\&S0_N'D"F-H*$]CBCP0#N^KI4 GFMQ0AC+;OT0Y8?
M>S$A9) MZ&5J:A_ 8ZE8YI12W,H 4W:M+8(N/;$5N]3NML+;!XH2T@#^V<0'D &QW)2B M8%@D^QW<1D]PTQ+!%F\NVN9, 09#R(CT%+@\]'I.PCRGT1Y+TI:W\I>3XO97
M488,;7%-#RO_;-V+#._<2J3CI(47FCU__M?__GQPW_\MX=(Z].C0(U& M4.VI@*^/1K3@*IV<'3 MVE!>]*1Y:G=2/T+I4T+_'273,VWJ79Z\HY_<)X MQN; YPF4&X. NB-BG8H9
M,KDL$0HR<*=[]"$*9Q"'OKD9SP9BYC?9?^\+J07ZC\'_1 #G:$$LYO ?D/N*QT1]2I-BBVN 0$;TN_A-R8)9]WF1BXG:R>B!>V6> M,R# 8QX'9]3O0!@;H$J6L2_D1^!V\[M:A2H C-/C$8)
(39$DKZ)IKBSQAS=Y M#747G;Q5$_J2>56<4=*)$X'<%V(7X(";VQ6B=J#M\?9-/MC>G41)#(BB/^X M^* \N%53DV>]I2P^:&5QG9N9(,T\IY8P($EGG3(PYL\.<\6GO$Z':!0?
H1I:\0I_"81 &#=(MS0R1T;.RJ!ED5#&(X>TQ]#U33ATOHP0]2)U1M<2!Y+R XP0/HVUT42!#S:2_ MF)ECT33,F@,^JV^B4N9U-V1-3;H";-#6.[6O8-?AV0WGRO [+VNB.E?VR^ [
MM:>G!;XHH CWR]/+U]#D7LWW*<,M&!TRK&S9&FK8N+1%3;+FQ@ZKD,-OPHCA MNXZ ?PZ-,0A7ET?.GW"ETS; 3%6&L\IC:)S''(-I)8;-*GV;D.3L F,
MZK15N=M$=ZLY7W!#S##4H[6='IY9-$2##[6E["MRCF9MH2/VJDSR?-"_$RTQ M=7,/'?H3T0SQWP@ (TY9&ID.0_!"0'BK< /#F#V+@M\X6Y0.M#UKLRH"'X' MO'T"B.CQ'N8,/VK$?
(_A*/EE&#S_?WF__9+@'?/AP^0H1F-1STV]DEPNL\VD M=*F"^QN>CA%>HO*5RO(RXVVZ N?E\RA*OI'H# C$H#[1)/*D#$&;3:DQ/C-D M\'1+SA4"5GJ 5$6CSN[DJ&-A'.:
(N)$V<7E$>Q-#(#B'44/F^1M<8UVL\"[$!VOH1_<)#>8;&M]>6F3Q M=)6->[SU&<62,F$*50[N%9XKB"'41,#E2B)#)[-YM(U 2]WX2&0AGL"T(3,? M'FTUOU+1HD-IF<_S<
1:V#ZJTOW4")HA2+5$\A[5UC(+C/\/-A4HW!@WRD&E& MR,W$(=.5P>7Q!471>,ER27/SI<@=,OIH_H&3W?T%Y=5U7O=,ZUKN/UM"\K-,(X=4M4-].1_ISDL5N&2[(+1_"X
M=:3>]&Q>&",1%=FEIWS&4;7S" ;!:1'NQQEO) YU1OU8F4A%4 +>Q@".15X: M-(IL"/.KO"IU7:#0B>"TH'*2@ ?/[7P8C)-P)3)FBV\M*)\OJ[O\&#@QT_ M6.L@(#()SJ:$*OVN0-T^+.
<>.^Q9PX)'%VWZ4$B* MK%+#UUM=_'KUPXC*7D*Z6^9K0A(.#W5CJNOM#3Q,W1\X'QH/_J8NK_L M"N@7,P*SWEBBY\GM:\DJ_^:GZ JRB"4DNFVXSNG2WX9X^L$AV?
L9/6=ACCRA M@X.AB4T>;T^D839]H#+"<60?8!>#.,?S M:'BF\|W[&-P8BX%Q^ M&>[$2_(G29PGZ1P@J0VO:!D_>+33H =;Z5R84D(/G+1*9F\ZRX/;M\KQL.QN
M2E\J%C]1A87XT7[^1/7,2%5K!S'XJ#WNR5V@X-UQQ93@E?/:#?YF6.9RUF3- M48^T>@"$1+9H("KKS_C=\H*^_:4(XWBXE,Q:\TASCH\[D@QY'K#2X6-O&))J M-
,PFB;Y8XEC%HTL6._^_W/[Q__\';XBOFE6C$RTBM__8^ MO#][_Y[\UPXQ_V\O3OBW()R@< M@XLBITA\]WZX;S@Z:]X3V_=X!]YSD1/,/< =A$X.E5AQ;7R-M[@%;XN"\8*E M\TP-
ATR]WP0]V$N2$>VN7V50F]Y"I(F46>)+L2#9X\8"(!2:G 5N;SXJN5%, M%P:409XA.PQ@F)< K8FRN\2/P;63V>SB=84+>[&KP\T.2DU4@LU"2S/E)7(9 MR;@6!WH"D-
XNST5;$+LTCYSW_-Q[+N4R..!):V_\K"3WGMQ$(/6\|7$"D T7 M(,#&HGK=81&PV#NFBS4KQ&T(+9]YM.U#HZT=EY() MN?QF?!A/ $ Y)_+B>&3PU58U-!M.Q9V0$Y+')'V%
$9*6_QW_FN"B:[0>@> MI0#P[Z_W/1;N:ADORS"H,X]VZO%>S[RJ7P]W[%4]'PU+:AN1\:614=,KXB(/ MJ>YB63%DA8C^:V*&T#1E3&\/'B'$5T[HX-!W^9H,XXE#$(QF3N>T(?W=\(:
MTLW$"=FFH+1I*CM*(IN) #FQ1!='B0VK;J:W]O@[HMB#W'K$58R[C@T+XBG] MZ>B4X8+VB0*#.C@\V M 0L"2]D.<>^;26$T9/"1;-SS9%,K =^?_.^ Z@B^5S%_CQ/OE^L$
PF]BR9P&^FT*"UGL_W42&X!7,:A1Z8R+ M;-.#$R7+7ZFM\ZI((=4553P2F]]E@E=KFN%18Y&.?,[!6E"!"]#R."-$]%- M<)_JYL+-HB7?LQ$\WP,LOP *>X.L>U^72J1"E5R*/
M#77Y%OLF2[[JG3!*[+\>R%<-808O<5#LW25+/[I_2>(1T.-)6QYI;(:XY:$C MC^8>M"X'@:##&]U_BV4CJ"DJ;3IQC42QUJ%+1K-EKZ[!9)MDTIA163LR=9'Q
M3$[NMQ'G(<'X)6IVSS,*B(M6@3\&5\261 N9_#[:)$RHJI!3*YW*.-O389-98$&?K4*0A^H%&ABL-9!9L58 M]\D?_N3*HT[S#ZCTF@=E8 FN,8(]?HIJ#OFB-O2 "(MJ- FM@L0M

H0<$$T- M*:5[OB:75GC@.-6$H4NPF0ZTIEVAYYPHHTG:%]+BG':UD2B*],0<"!52C(5 M#X68QT1>XN$3H;P,TA\!H;Y"VH^(O#^CJ]FX1$5->DBK J+!;%YHS.< Y/3E
M2YQ$R7KW$*Y?\FSX$[ELVJO:/C!R(C4E'FUW-APD8MB2Y&$'-*V;)$7A.J9+ M!HN*J1]G_I+98,A?$;7(!+\4%)R19V\?4<4-9, A<1JDN MF!AGALC]@@&?YJ1/\%4/@:Y$VW2[P8)
[2I1;$WDL0'\LLI;TZ%5='C;=48/D M\SK)D93D66#HYJ&_\02L37U"^!!5?/)'*RUQF4USG>6BC@YIGA4A]OL;3X M' 8)D6+T,^)<(E .L*R=&5^/[!E ==Z#2&,=>+P'X?
#A&+PO':V""GC613^T+['NW@ MP"B+C(B:"W%N;.I:"'2$RF="Y5:@TB=]3)N7Z"I<0RQ1"1H[@IZ+MECAT![M^"/%T.=98>/0T(Q]8[1*VF9R0&$I1]M!R,/33/#TIK*@I-G2U<-
)_)"6\&QW5K'L^O[1N_2C91'-DGZ(YCAN0T"1N*0R M,]= CZ)FSF,I&A9Y:(15G]-*=5.3S&9;CES53'PVIV/5+-37<]LXD?Q-#*TD M]\85RI9IN!T*XED/FV0Q'T'5]B'1%5_.1]
(0V6##RTQVLEWQ7)IS: MDYRR.8^V1RUWM,E#(07/QW,BJ,R[>7$SA]@,"Q%"R"EHWD.8_4IA>>#3 MP/U5-2O $4&[!T12)*,&&CH3";+I:Z*3;#].*TC&
[!"VH1"X+XL/@"WK2WQFU[X*7^@M?3.UQH(S[N M#H5&J6GPZ*AL!E24Y$&S//\JIG+6YUH90S%">M49@D%&&WC4'O-L#A9UG.\A M(Z$:)&1BTIUB MH;Z\$7Z^,$4JR\/Y+V(H#I.
1*W,<\":ACB'=>Y=XYX_Y0-"F3D+&:VT#FPV?X5/AX7'F2 M+IZC<$V8\H2OW@&:K_K69^TCL)_.H,J;B*:H1DR2>E7+'C0]ATIO(M*:/K+6 M2:3X5(O53Y!1B*#U1BAX2L3\]-
QX-.24H]W 6^P5.J*(O1%H(!*J>F9]51G7 M#I7JJ$8P/JA)'Q[O!(L3GMA-94P\5((;2[K_3$_NME*/:"31;(O5UXRJ+R3: MB[%B'$E/[Y+5.]P75U?0>R]0T#%%SL\(K%])>+^1Q
A(GSP[Z^9_4)+L<#YU3*1^0M M1:B=EF4*RL*7Q"-@RX8* $5)>13XY3C_ZQ28&DGY60Y&,&!R[0S@&0'[[@7V M_1;&A7G\.Z\Z4ZNQS>
16,5M*/S6!\:GU#S5ZX[J,\:DC$I;/1!%B#H0XBQF ML,OH@GAY2"Z]@_'WY*[B=]90@-[N@-TJ[G;&)3P_0VHX%H0KRQI7Z-DY^7%(MNF[$-EYB>7/='XR_L@6@C?
Q;,HC&Z='Z1B/NMK.];$XB 6!.(G?D5NMBM#T MEJ3Y R*LMC-;@;>LT7E"QTL0[CNF"QLM#KYLV>--'Q1%7(=74H&W%*.,-WS& MP94GCX\7W&?(R?=SF+]<8D$&CX8N27Q@?
DGBY7!\G])[8;/^(O87^6P/:,H^48F>96DW+,(]BA\;98# M.$PVU/)%C\:+F0Q3/.-XE0;\4XI',@+$U5/J!PB_CVC[\.;B><8)WFGU=P;:
MA)Q&GY0;9.OOZ&]!@&4BW4&8"U:INZVR<@Y%>UD3\8$?@W/+4 $+: L>LQ]P?<& M7&]&_58\>V8FO]*HD%[I15#URQ P=@)$+O1-H@,(>XBM;4;O('G@ M'W56!
5<&9]7E1DAU+%LWWOUHX+D@/7+GGB>CRK^<9Y48K-P@9\"RHC(BC7S MQT9J4FF-!A&MSZ8U+T8T1"<3V^-.\#4;-8<-;;V&H3QGNI=I"(R)
MQ6YCO%R(Y5=8K4/##JNT94+SM54Z8V#)1*36H"_],/5^XH>RE/K)(S/"S&>A M\,Q'ZQ7%Q>#<.?5F@3K6\'S>5NWW&#YI[Q(_KKX8!^;E7/*(A?,VPGV)#]EI
M(X.G(U?]%"5D0A_"=S.!]TQ';LTR;$CSU+OTPL]"+#.SX4#V51)G-V*X,^D! M]JF82O(PR8H:%%7-VXQ3[!="]04/[.D;BE[1YR3.7P8]##^^__C[XZ*N$A?V MB
V#.#!O$4_K[Q)#]H\"$(:=Z85@DI%/U.\/R *5I*]A-L1+@O>K%=K]X"(B71TS'.M-0"II)L#6DS)W\>AS2Q&S7 M6N)FSW(]>-/4+.X:RF8Q8U7F!>K8L-
^6FR('S7O[V4(@[<;.:WN=Y>'&;SY3>-0B=8AJZ.V/F4O<9,/A M&JE>5/W,R\X\.A(Y^^;+C]N6< H1\&:88V9#JH&6RR"$*7.TCDY44RB])4)I M44?R.2!Z].^*UCQ-'NP&P13$QEX#200[
[G[*OO%4&A$$0)S'XNEB)HT&Q('AG3H;.&JQ9+&MLL:!,]]S7S%2[$@'A-9S3)P#;RER- M_'_]X?$'3VCQ<*A@\T;;I&[QF4C)/.JK44EJ)54FI&64M(U VDSX_^76N]BQ MO0"CNTGQ30
)"""9_2#_M:I-KVST &F*-.1X?X<6;6:?'ZJ!$A/.+VL)YW_[M)*<_^EG?]N[GR M9D*/9W!/\A+SZ:O4T;%?4#Y"'+'$^;J,$O9K ;)!4CSG MJR*J@HYQD?_]AP]_("L$?WA_AAO)P&
<0RQG1Y*J'43DB2 O2D.'.T/)+RW'E M^],>C4#V(=%;AZ-1K?^I*?H_[PA,A/R/.S(>"E^VIDOM33]V6 MZ8%*B$$2ZBETY.&9Y;FOF=&<5)G\UI^($74Y-;,".B&4(-1U)5+RF-P^P\NV
MIG>X)4#^@&F[CZY1.,4D>A9XT BMS^:_,R*%D2EQ!T5577E$FYG\^AR' FFB MC-EH4+P,6T_";#8'% B3.XG,#4_ZU?O%8J331C[>*41CMG?X%N
M3O'&G3C3^GP*8]CK^S2(_UXK%/V%_!"<=#.X]XV(T]J@MFBR9@S"6<4JV1R M !7TG(^'@ .MV0*\&8F2.M#M\V034//EK[0 3RCV8T"/3I-7XGU7:G_'"L#(M20^
CTH+5(S).__H@%ZL9?AA&6VP?X&#-3%F]I)N_B!_2:1*_XCJW3L=\] M7U>I?7S_\:-'VX?$:,7SNQ5K_:"(8M-3MNFU)FJVQ+@C4E7'%%60-@MX* W@ MOBH@ H?
ZOU+MY$.91Y84.__FIP'1J]PDZ0J%$"8ZS+B!^R5VY):J?(L_0E0S M< 3_F%8);5D!)K6281X=C_AKEI!*._9HS\QMFE,.B*LE9VAQ,H!2W20,XNBX M)"HBQV753*90?FD6?
E0E+!VH<>?"1AF!<1!$1/7QX[:$%*X'08&X&&=9/.#P M(LD^QT!/1\P^!]M#DU.N[-!.3KGIV5 #F)40.[U,CT<0^Q'SSV39P6\?'@?) M4KS5$D>6)TS_+6[Y=[,)5",3UP)UD5
XEV_:/C^&^?Z M^HFR452,$GH]$Q@E?"UH9DO7T5E5M)7G_R,X86!Q,/NZ!6OVQ_/!TE+?9+AXBL;]VCKG+P9KXPE#0/W(X9L1N3[NEV??'=G5# D# M,Q-:K<"\Q+WC1+@;>-
T7$5E"#OUC3$%23+W* 7KN[_>UZH(/1"DX;JN M^,RKNO%P/U[5T0'3+"Y-3OB2$LZ-&8*^RULAXD4]$]WE02)#NQGN0FL7PV<\ MFB(-.9/[S1+#]]CH4;-#88V%Z'5X
Z\G99P<2ZW,)X?7Y")^]"'R>)^"\FL(?1L+F8,WZM%6#X:*2$& #5T?UY:.B97 TJW,L?L# MYT&&T- D96;TA6$4*7 (MIRF"4$(B)SVY'\7 ^.?
DH/QI8Q;F8@G;DL"*JP8KJAZ5H0I_FA::8%9.B,?KL)4Q^:;G3LLW M27K%H'#:L"1CW#)ZU)V#IK-Y%XE8,Z.@S)RGRQJQ?KKDX\,?.X;(2ORXA*C? M;?Z.CI95!U-%0YT)I]H=CV
KF9SH2A&&_6AY\$W(E4T85K9+8R))S MD:1I\@V""/RMO\1SDLI$ F[11?J7PD_QJ7K]C"\^7Z1\C/:![^S=)M0[!$B25S"V9SNU)M=6\6) M%< V;^FVP/G
@_@AG]!TG$WBM@_@G[&MQG*_(C985I'2N-W)_C< M+Q$ZY"*'HTYZ'NS5DA-,*/'NSXO\A5'_\4HA0W\;(CQAAPDM+> MVMJ:3A#)D8%(6H4LA 4GBEP_);FPT#*>?$%&]'XM.<$$F?
WN8_M^,2CN!#GR M5Y[@6GFQ:SN#0ABA7N\SN%473FU\1?H1/G(@WNIVL\4S">.\Q -?HW, AA;> MT?C!3",/DGA-KEQRT5:U9&?XJ.T[L9H6>*[QE02RA/0,KWYV8KC7FVV4[!"/
MPE*LVBA*EN338H7?3LDZ!F<)&FM["1@7^!6*WY?$A0++5?BY(2-]HJZ<8*,F MH9H$#DC&G7XM.$&T(OJ;G/4FP=]R=?FP-JTR)DMSR#06%,M\D;)EWA1Z5&6<
MF%$.85,^)@3UB>+%VU"%";(TST QYY92/C6O[@2YE>&"3LI5"'2L50,595U M@A Q!PW^'"%R0\2!^':7K\GN>DX0*,;O4%VD7WWSA#]E/HECR-32=<\FG""; M'-\/:,N-
:6WL$.75H*WE!G%E[J)/21)\"Z-(J:Y6%'6"C%+/P"!Y\-HJD1#(M\T2GOC6N;/^-TS9W\@CJZAO)]NM;UXDY;2.D[THH<]7EUU7'_@R*IWWCD+_^ MSD"WQ2_!:
[Q^BPMOBC\E=,'63U7=(W;>[IU81\PZ_^EY9%B#VG>.:5W[Z^IK M#(EN!8\ O^PB+%42ZZ;1Y3G$:)*Z,;3A"#JME;*T ;MLT0XUA:K%4E9RU17 M[P$"?D\> 5#?
(O\/I4=L;]>DI,ONHT#]/W_HIW[Z-J_M!+&0S#O?/8(5GSP[;UZ_A#RB!X*%P(%0JI RJ.<$@0RE X" M*NA2!8E*C20IZ@09E;@[CBK00*X>L2,G6-C>F?_?@FA9=$MDQ
4>IOGM,P6*O\&_3%79E3+/F4?L(=![.L]".W)?,S M),-;I 2>KR$'=)5U:#[@\.=":A@7^.IC=V 29Q=HE:2HU'BB[/H[GHJ">TTFZ8W6)4=6P0F2 MOL9I0]Y9Q$)(=?>$]6K
"9+YD^,I83X5CQ#J_832C3!N&:E&%9T@L:6R><+= MJ3W'-,7M7_=4]J#H@AR7D?TI'(A<2&%!0H()ZD-+(ACO6?G9@CKM0G"ZDI;\NF1%O!NF6;6CK92FD9
M2^4EG)@'/J+60:>VJG54<8.L!-\[:4:>K>3!#^65 M;(Q?X^3Q7@=I%+0=+ 18]GH:WIH3\]W?F?WI)47R.)G]FG*"#7<2V#D\T)#N MT2O\GOP@(]F@FA/D"
<[0Y6VL]T[157"")"XY+U:0RXXG@"&:-9V@+2GN!#EU M8UYIUU;2HROO!$&?"C_UXQP)L9/99_]]N"DV>(<0QT.IM-)=S;IBZC+!MYGL M3FC]Z,1,7/LIA+.6]Q,$)"YEO)<6=
(*$TE)4OJTT^DQE82=(T68W$N(V^CBR MMBO;%[2$T8 !1!\])7&"Z5';B7FE1S"Z@U?5/9Z:9;CU(W[K*,0E=07[\\>? MC67J!T6 1&OJ3"LZ,6M:?053T_36=
[*IMI5&;+D=KU#YKNJ1MH U5H @*7+>! M33EQ/#V@W]C%/!W,1YNL2D(KM<5PH)#J$"9Z:KE!'&/: W7 =ZH<%%@:4_S MHE:5M;]82\ .$P?HS-"E>HQ&G9AC%@E
CQS=!$L+VIU=BB_U#P%D-!&_=8*_ M1CF_J$,P+ J.\WB^3A%2Z@4&-^H(:TJG*]R/RLS0+N7$X 5\B*?D/ B('@J4 M,V%P&S-G=7*;2_>2:64G2.7:&OI
0(%P6U5O!I6ONW%E)TA59'@NU<55)F89 MK>:UG2"6^=H0 (@,K/(HS6Y3%/EQH%;\=%9R@K0%$1-)9 P K!)U>)K1$Y'^ MO^JX,:OI!I'46X?)R7' 0^BINX&4.&T-
ZXX^#)Y"U%FTO0>U!9V8%^&(H^^Y M9+--T0N*,_RVK7Q!"(((EAFE%T2_)IP@FQC-8RP7%IW8Y(JB3I"!V4DM9FK' MU481)X:-MP2^9O+=?02ZZCB LVH+W%7
I^C*.T&0^66J!03HW8H3Q,O2(F8E M>K !Y)VFGA,$"BYO]WZZ2(EZDZ(M<=<"N4VMLYH3Y)7A?S!2*E*H)TU9V E2 MRJ"OQ0IVTDV4?-
/N.%UY)P@ZC_,P8&FNJQAU<;4APHI9JGPG3NO:URMRC8Q&K3'FM$D[,CA"B+G/E(X]"?,[!*= 5@[=G M4TZP02G^:M\MW;7L+TSR7KP*4[3,DY38%%7M$W2/;R_??J6
MW*%UF$6^7)CJ*&J?C(=P_8)E(OS^Z/*.4Y9T8N*HDZ0@>^2A#\" M.P'PE86=($7P*9"*J10-# 4TS'^S+7(6$M \M@U/^[%Z<8)Y=Y+P'!9,T,IU M)/4_ZE'?"8+Q6OZJ@?44?
K9_9EY&24;>(TU4_:O]@=[%6;;)/.CQ>KI!5R8 M?,#G8O@U2F^OKBI.+)D]HO:^)5+UU#X-67^7G>.[-X#[]R;RU\VW6.U')V9+ M Z)&O'Q+'W2E9X%)92=(58Q-
\;LK.0$:5=8R,CR<,F2J*D/;&E!)TA0.#8(M.ERY;T17+2>(X2*&*Y[)N64JPJ$5=ASF&5F%M<99$84!2?NJ!2L=H MV1$F@8UOF=,X-/QH5FM8%47M7^O4Y9IFRZFR?9(<$
]9H;C832HY,4,U= *% M :TJX,20M0&.@@T%OTA0N@PS.19%_U:<(!YO$RP5+5] N0;YK)*M$+"A\]KI MK&;=^P.L*8M5#;:(T=]0FL!_^.-% MLHM($?FYT;.^?
8*Q?/[TDA29'P=/W_"2VD$>R_LB)SHL!9$&=9S8:PTCD?KN MDA:TOI\> ,F]/06-G^POH9MPA9< ?A.6&*GW^/;\YDMD7I/R]@G2!HV2?W>: M *$>E9W8)9]0C.53L!&?!QO\OL\
(:-6K3IW:4<4)LH3<"#R0&Z(JNS(&51S M@CR>TM5,KI2SM!#%=@7'LTO'3=$<3?2BR M'^[3CA,,N HS?[U.T;I$2">>YTKP=5UY)PBJWN*VS+[U9'!,F\@(_1_=6D'
MKN/2<'53P";_C&^<3;%Y+/"Z(!I..,9*D%W3\-W>;3DQJW7=IPYZ1E[2"2(^ M8];[T4VA"U-IEG%BX'B++Q$*J/K.5%'16Z2?!CO'C.5T7$LY0I MJ%*6=X,@?TM44=X*
<*OX8G'(UJ$72@DZ08(J7[BP\.LMS M(LUOHID1@VKV+]G*7MCV+Y86<&)&ZHM=;S94E76"$ JD+&3O4[ED20LZ00*! MCF5@T)J< :U23JW])5X4-
3A_W3YH%79B'@015^VMT<U6TO\>N_%7L/_IIG*Q6*K?%5A$G M9H;MDT"SJGY&8&-$P?DK2OTU^IHA_.Z\"U=R$,D!
[3G!D+I6KD^,SVDM8=.*3LPC#"]CZNPO,F=B;4$G2!@8,W"QDS>@>N9, MV)T3[%0#O.J45-VU[._H 0G2%+?5X!:=F'-)72G"UDTJ6?=PYX&-!.+I,\1 M8'V)2JRKK!,SQ<")U*=TK8
30Z8' [D]-*G)FH6<&#I3: 5)!\B&K)SU=7^5 M+ D"TE*/\7K.=I1^-3FDE<4PBU"CDQ] L_J_LQQ>$\CN6B%TE M4*C*NN'E)\N)6/[@!*_[1WZ!AU_/"TW3DA-,4,M?
_:0U^U(:N07P9=!ADNLJ MZ\2LT+53(F==A=DR4N8>4Q9V@A2="Y16-V54T0D2U8EGI]B96DGB+E#>#DA
M14#B9Q^"H?)=]^SMT8P3Y&N.\D^IPDVNJXX;A"4I"M=Q9^RFK)P3!"BBH\B9 M=RED\:6?L=)K2"S@Q)#K"-+JF(!V,?L'$>QYD@D&;_V !EP\(+!O MXP6")0)88R04OA%BU+>N?
4*YW@H,:DQK2T+A23HG:>+%SAI.++XOZ)NPI=,D MQA^7%&O9V!N@;QO6=94UT-%+_'&1/B7?:BM44\R)>3- U5?+ZL:5G2"UE,'X MC<3A0CJA<645[!\E?_9?0Y3^SW/@,[V+S5@
MG^1+/TU6*Y2V#%C_-O(0_H'#S7*19.VUTKXK6%8UFTWMHOB;&XNJ MLD+?)*E&J:N,5.C3@/WE=R=)=\ QP[%(89(Y84@[3LPYN7CP0YU)&,%Y'#R@ M'"+%VDBRRDO-L+
[UW$FBH,RZ;9AL4EW1^A[BM]8- M?E/Z$=W>-_B[3'6]M0K:/_B_Q@'@=(;/D-"-Q\L]P$*"C+I/R:4?+6KA996[9DM16<(*E22O.X#4.[4JNX_67+ <*?OB4=:1K+ M$O8'78-\
(Z').O]Z;6DG%E2I5.-F')*;.EC$969JXDKU-4Z>,Y22Y]9MO"WR M>B:,BQVI3DX #:3$1'TYP4AE_DFEN[2^AA-$U7SJ##QG=.6=($B2]E"]7I6% M[1]#6.A=@"KUEECEPE?T-
0Z5=EM=8?ND\)NITFQ?XN?5&MVG$_(.WR[;RG*3 M2O9).P]>0;2OX(+XA4:\Y"^3*$+$A-:^.(QK6@]R;+R8B2W0WV"9*:2VXBLL
M)8KDF=9QXKC@02!$]XO/LM2/,Y\PGNOS*PV_],;K4=_^J224GYK(%VG67X-FHM,C2*[JCCA.$56<@B)=UR^%M'* 5,2Q& M8%BD*"M8T.+GIXSH(>TYP9#JU<.B.HC\??
T]1VGL1_PDA$XLKI>YB M]PG!4;1]"?$;_QPTGGU\]\;NS0EFX@L'5&X$%#I P<7N*]$"TW<,!$OI#YI8 #L)$CL"U6RHLY M,1\E6@9$L,$)KXS;D!5T@@0(;$9]G"ZT%9P@J6FY;?
DDF9A[6Y6<(*UNBM< ML$O*.4& QK41"X;2A[.VAA-$:8++911IBCM!3NNPTNA%Y46=((,[JM2P_,FI MQ=+ *&Y,?27K9NI:Z";[!V33CTTSM;*@$[,C^%,";E8O?P+3NDX0:N9'9'PO
M::I;7YK<,8*.Z3H.FAI?92$G9DJAF6!!3:)FHH=>0U+;"6+I*YV83L]UT3W- M4DX,_GJU0@15MGS@/.!%!"_8,"XPKQEP2\.S=BG_0[B8LQ%[Z&NBH;M./&
M]JB\RY\2B#B$U>I']WX(H%0T5S69KN=F1/\#P@)/AM]'#'B47JK@);..22M* MN6+J/IU@K'!]71A=Y/A9C \7R(FD!^&3E;8_:X#'^AF2C4,8OQ_G^/ $T9;,AF*R MNJLX,4?
1ZH3LUCEZ2:7.Y'E'QZ_JA]IV@I.D"0"H@NI M>2DNAOPFT-9P@JC*I5%YV!G INGK.D&HS@W6*9=6>D2!]^UWB+\DBX6+Q7IC MK5E-^Z< @_2[^:JU.UCM"< M$^SX&N/-
$Z&@BA_))(GDNTL[08Q:NZ55QQA4!MPSX*,&A$H:"65XTKNT%J'=I'0Y:L MH/77/'-L; ^[]:,3W.X*W9 QOJN.$X35']&-I[-63I%5<(*DQV*+SR[8LWX$ MSEPW4?)-2'BC#:XVJVI?
K*#BZ_\759FQJ!JT[:M05W6/B'G Y2HRCJ!!GD%(-C6<"NU\@(FN)ND%/=.1U7DOT]\R6)X8QM N QDQ"8 M>I]>6EG:9);4_JTX,5<"X,Q/"=RH9)32>5,4=8*,4CTE:-
BS\LL_A5A<2)V_ZQTMCK39/\XCG'RPA&S[7+-TE: M%VI+'6G;_C9>V]85\33._B:,4,H OFKT*HHXL9B52@B=;-]9R?[2O21KYC8F M\,D- %6J1*3!H4\O81K<^T
,_97H5;,LD40C#6[2/ENDX!9I@0+QA4V_*9T7 MR)N[Z1+J1&*]^&-$P#$%Z8 H(C;#>NQ$W2$_BA)^S=/C,C**% M=.RJY
1I9*E5SNS"HNM&]C2M:_TR8J(234WR5^2G"A0.53DG9JJ1'0#P4K46 M6UP STU:,^#>Z0 >1^W "9;)O0*EJCEI23>(4&?79D"56IVC<6TGB.5.Y3)@ M\,@7@<%EQ)K7MGXD4>'W
:TACQ 6&66.*K(R]N6EQV*S\=/=8O6(61RNPB4(MO%7B/_1Q.>%]*39I[X;RQ+D6RRS*IQ;A9^=&"[7R=-=#W(MJ7R^%4[>:0J/$#+@BUTKD_SY-S\-
#*)Q!C;N!*N:JG"M]*8L[,C9>+U!Z1J@ M\]/D6_X"D^+'"AV"M*@3,U*'.@?0^SB#B-_KN-@P/"W9W!A44WQ1QH#%MR$LZ0<3/"/1N*&!P4/PXI&&'BR('Z(Z ";A+&6V]&G""Y/,H
M(H\W?M!KX-.D)>U+(4QO0E&*2H$8--UHT+\B:H7VO;?@0TZ,:]"?)0,K?]B M)Z Z&=R)AHTX0;J@0:(;CT$(*3(/:8H[00X=% "/X<<,7I20@ T8W@Z\!<]
M'[8]V[&_NUL:TXLD+MI[5E[,B?EK14GH03,TQ5V8#1J[AY"'$ DK])>Z!1'\I+V%R.3 M[N&Y'13+G&"IP1W5MDTI"CHQ#Z+3P[H5^I'"8:[I"@ MO>T&M>@$4V0@*=
(S2E+."0+:$F"7G:=>T@DBR(N28E6U4E$(<:2*,#&SNDX0 M2J#'L%Q%!QKYL>H(RWH! EMJY/NB%"7=H*8.P'J739\\76N[XTA&MGI97\\@WKFF?R"OD1RA]2NB_BL
962$G%ELSTGVQ M6H3]4]^QAU1NR)S>S;A!-DT1\UBQ?V?(4/-@CP@X3\8ZRNFA/B>$%!JE" M:DD!S#,+#&S2_E[=,YA $E@V0G-.K)+[E%F9C,W ^AJ.>$)!B!1U*I&[/U6_
M.S$+39=CP[3L!M6<(&^08"<'\BW%/5&$I&*E].2:=01.,)WYJL-C!?32\% & M3P:.U*![:AM6=8+,5BIVJLDX0(N4T* $@UE<=V6Q0S0GR-.G716&6!WRM ML,@
X40WN(+4:V#_YJQ#+?$I*_QH\1R%:S+2*H**8_!QIS)U5-G@QIQ8&20, M6R"#I(%7OH75I9T@IGSE+%8L8[,?W2<,"5.KW>RNYP2!BWJ ILK>)"GFQ/!% MKSE59
M)PCI4#\9.!7W:\$)HMOJ1=G(I4AH>S9A70_"U-=B5JCVNU];T/J==Y4LB3A1 M*5QN\#>MZTY1S/XKX+.?YR_HVU^*,(X5'CWM(D[LE[H9B@AZW=8J4LR)X;/,
MA40_B9^R!:1KI:A0P4614X\'"$&4&S/,ZCI!J$Y16V4Z4#E&[-^*$\0SCQ;P M8$'97>+'H(-AKY%X7;GU7.SJ+CXJQ^ A[3G!$-N.9R?G8G8A2##J9"KFKOJN$&8UAU&7> M_#?
^DHB_7T&QC[?X%O^=[RHU^0W)Q<"BV.0T[MF8?7&/RZ'PG"4:& ';[DX9 MY&94RXEYYE%FX'].=!)<12$5#56%G2 %\(SB/$EW7^1I7\3?G1@PU=F7CH%/ M_G=PB*FG.SS'&R*
B%BBZ8/1UPI+?3:&-^L$>Q21:M1_#K_37_$-0.+4Z><\ M)*!R/.)0;C(>TJ(33!&B7YIBO8&6Q[RV$\0NTK4?L]<)GI(,#S'@_MSXF9K! M)4&A"DI[1>D5H%7FC=*P=3'O+EGZT?
U+$BL<-YN_.S&G,F=807[KUDBTJCA! MUCF^Y@-FBZV.C.OO\/ZA\/1@QR[XLFKZU4E%B;';MB]-T81K>!N565(4*C15 M02?FNGZ5+E;T "4Q;E3M"A8K?JB@H$/OOE];3C"BE!F8-
SM^62I>RO*2;A%A M<'^JRCI!B,9OR2SZN5<#]@^3K_'6#X,'M"W2Y0L^+C*"JL$-Q:TC15_T/*23A"!WTAPO;'HC3*&DIV@5*I4 M$V9>VPUB2STDL;RDJ%>Z>//:]O_T*G.M^K 2?
6B6C0(.O["F7+--RJ/(9TY9T@Z EM\!GCISL*9E9ZB\N(M495U@I#+)A [-8W#)\7$J(H[00[7151/&R(P=F@NVJ6=(*9?F/0#@K=; !%V ME:>JC.H1FK5^MW[&-
&R*35M8:_WHQ$Q^C5/D1W![\X1\BU@XLF6SU%'%";($ MI:7Z0=V6,*)05]OME&R0XC!BRE2N$7XVF="$)ATUC$L(NI> M0'2S=SH#W\A=V!>X/A4^Y)),T@I@@: .R
40PRKVR>))MWX"9V+BV!6AX"D1 M].XY-NBKT==)Y9]725/]-:+U=>,WEF2*ZM;K=_=AA.$GP=#Z$40$W,8L M=D"3O4Q7P1&2N-J_>UQ_["YV>)8P*>4$GH-#&<5K
MT^DW)NC'"08J-80ZE:JVBA-DZ4PRW, BA_+2.E<-;M4=YC0,%S1QC!R^15W< M"7+H')1>;'=,EN@R5"DJ.$&2#L@+T#+V@P"K:CI!)]@JL*32")H/0Z/IH83 M1%6;)=-
/E+2@$R0P]RSU_JD5<&+((AH[0SG#%RVQ_>U*KQ_BC)(*XN%LQS+ MWQT/YH%-.L$6N>Z?JF!)"F- %49B15A>&M.,$/C(6[F1-:K >OV+H:JTLS3 MJG!(-JOAQ#S*
'P,83P,JSI!)AZ7OUZG:%TJ1@B,A5;;TE7'OIZA?8/CW03! MR]47*NN_>54GY@]P?/#=T$A[M#-PQ36KZ021_73_7_#8G[ZAZ!5]QE+JBW0) M#VO1_@)_*"+TX?W%[S^C&C%7C4>*?-
,LX,?!*9J;/$_E%+X?W;,/^#%GC\7S+VB9D_X=2)?3HHG]X"VG)CI*_1LFHQ M4=3^?+;OPR<48[GU%I\GR2M1%8"K]S>(VE7J^$PJ.S%C9@C[Y"EF)CPHJSM! M;AWC5*4@:I=R8O
/Z#6)7O'.KX]/AX>@J> $25K$QRK8A!0C(?+D#K])TA6B M,/%*%Y\AC3K!FDM9&DR%Q-).7\.YF7NO]6W&">'(]QW[$W%=8 M[-#MPZ-ZOW94<8(L_LZ_]W?
$>Z6=,+Z='KZZYYE"0"L9C-N#2TRC"<'B * ^ MOFX!,/#C^P]__/!1$[MB4M$)$HDD /*-'S$+/3ENZV^K*G*.@;R:I>V E2B#V0^*PM_>C/^'K-@I @@6FRJNFK.$'6 MG00"?
R""OHN8^:TU)C. JI5+!M7L/^"Z+=MN6K,AI'T1/_I@+^APZU<4=8*, M#IK@3Y#3S"NH-/JK"3I#2$*P,C#GUDO:W]I/_'4MZ M].Z' /3.],M_HI';K1-
@WX;N0<)/UJND>,Y71=0VO^FFMT\#39+_SX\5 MQ?C:^U7XA?RP%?#YX7?6?XM\F(-QMGI-(,K;Z[[/R[9)XB42W6!+Z_G_13LFX9KF9!LFDSVH?J+>VLNBL_+P)
M(Y1>XF[72:KF9KW4K .4^HZT!E@O->L KS/=\"E-ON4OX,#CQVI.RDO/ MNX4,XM+;^TE7:=X%\8*BJ(O-M4+SK8(R6.N67)N%8TBKX5,7=,L.O,R6"8I(-C# ,AISZ
M6C,1P/)$[#Y\?'X"=;EDM*TB,P_M^OOR!3PX%"]Z:;&YSLSD%:5-=S7QT*S] M+AF4:)L8Q6*T]>%(>;=\":,RIK3A2JBT-[2!->H*_B0-4/H_OWG_&V^;AB0& MZG]^@Z6:
(L,#2[8451=^8SD#[B@?E$,FX\7'2X9(2)'OI.E-X=G"NO4GWJKN2&T4YI]Y$>QFGE+XNG&UOLKZ,;5)O&\ZR-X'? MC&4?*Y:]B?P:EHF>1YQA;W*_AF$M#RBN;'U[
&BXUG#"XCQ[D_\;ZHN:)QCG MTIND7^=2VSF-<^I-SI?M096O'.?:FYPOMWNTW/4XPT85]QURF!C!KZ3E.,AY M]B;KR[>FUG^1,^]-
ZJ\SK^T[R3GU)NS+.55WY>3<.DY)7^D?:N3#Q+R>N(7[MCW,XG3 PCR9>QN28'J5GSM?8+P+(,W29Q &D^((/61*% '(77/@1P)0\OB D M "$=!,9'E9A=@9.@*6@-A("EJ)1[-
RL*61XL$RJ-QMPL:P_L09HL[3R_]--T M%\;K6O+#)OZ#45U[I+UAV\PT: '^U&P3:"K8V\1:3++F+I87=F$&\(XD*_F%
MXH3!SLQWYO.AKVX1F*@G22X2<<_EI'9>V<;H927M@T+)$*T4A>P/UAJ"U7@D M+%8,6MR/[A.J4^A<]095[1'VDJ3YTHWE#1)B&RHB[PMN" (J?X,TNO>QI?^-JQR"^0"K'-
SV757M$:4.GNN9HHZ*EDCAB>?W*F' M7BOBVD6HW^P=E>P1TQ SNJ]S=05K1#R@W]C%%S[:8Q9#)5L2DB4"3C RE< MABIB#"I:(^I3D@3?PJ@)'MGZV>;S>HN/Q.OO6U#?
[16Q3Z^O\B42W*UWB59QO.UJB7!7JTXIKAFI9%;47 M1;..4W(N&5*GW&Y2T^H+D*;J@3=6]FPLMU' M$5L/1N^A5EG+2TB[=ES#Z+G3I8)O.J8<-L ZU[.EV M&NG.
W=ZK#+R][CG U6S^43 #_LQ3.JD<1++3.[G\88VVM.]0L>WNF?U<3-+ M[L+;EJ5.]U@RD3?-S_Z3 -(TED3EOD8GP:,WL-\1!,]1G*U.C9^]I5,#'ZZ3

MX&$_KK7=Q$Z$2<;RJ7"EG@1KNF4MO:?>"3&IA[)![@QXU-#2^VEGS)P.3XUQ MO6_#3A?'D^#@&U;^%#*#B;_I22RO[JNRRXOUA-ADD[#)M1N@^_12!R.6304:=Z[.M@
M.E$V1^G>.B08XWO"X1>4ATN_1'5XPS2>;-#G491_;?).E54CSGJR)JNYIT M1%OV:N,->_?HL7??P#G?P#DG *?%=\,B)0,.B(OI/4I)(E8%:8:57=C:LP%X MCCPC-_N>9&_8
'F7R@PFHE6):>(ND"68:;1E?#'3*TVT55VIWA=V\4;14WWIR&(!']/V3" =]@T-X"[Y^"[YV MZYPRE?E/(CSH+6SV+?INOLW6EDQ/(JS@+;AGZB7%7PDGX=&\/YMJKY&3\ 4T
MXY613N D7)!Z\TMYI!^WP\.>?&J<4\=MR-^31[)#:@:;ON-&;.I:5!9^2\<[M_: ?T"N*"]25D+=5S/: ;_ NE'D477]?1@5L*_0P?\+U.#^^[0T+ME9F@LD MX[\J8#JAT['5M! M5=J^X?H0'
7*V!T6@MAU*C+V^,WBB(X%N+@LY_^BH3!J7BOKC!R#DG:_C;R METAJ#%<4LFA*RO+%"H)UQ?/@,8F"CF5A4-%!HGH38X^(+UB$XUN/GG@\9E@_
M,=WUK*9]HWB1=&"W,1:2\3?*_D[7UQGY6O_Y!3^B,S_27.K-(G8SFBAO 964IZ_DS(%U%49%KO34 M495V;0^S<9DZ[_1MQ5X>RS3),OR^7"FS<(HE[T3Q9B1$3XYSH--&(=PTN?A
M:\<6Z:IE,U,X/.BUSK?U,NX)M7V%V;$/> Y75$).)_&:P-21.*?;S=8/TTT[M=J1?7?MO_@K3I.NU+Y2TF.AMFZ)E2*T)>-MMDC0/_T7^5 Q?5\,^][D&Q533 M8ELA![//E;-
A7."1L2$F<7:!5DF*!+#VZ^_X/$Q2? 'YZ8[HU"%J$M2Z"5&^ M=#[VINO1,AOQ8-F,7N K1'TWJDK;O%AP_YK30BA@[TI!>;5VSO,\#9^+'%2L
M3\D#"A#:$)#I/DMQ2(N.L.'5#R,Z8L'PR5 5=._%OJTTG[A)K.FUL->9HK%FGLL?4ANLR M89#$LG;4W.EOH:O[.ZE-8">2!,[8@-:$7)>;J$YBL:DC$=07XK$?YEU&/W'Y M*.QK)
[%V]C70B?SK:?,Z";Z:.KAV7Q,G$3'42_;J,#P>-HKO, M2:1/ZG4':MUSWN+^^UP$)Q'UWVMQ29RF3B)]C=F2FM0_ZR32;?3AL\2!ZPU: M0>8$-@V0PF$NG4%^:9-
D53C,Y=7;L8TK<<:U"AWF(E3K&SF7WG1=^^@:.?=F MT& <&&+, 6<^L8M"H0A,4=MU:\|OX>V%BU7O>GEXS9@MVXUS;*@Q+O&67:L# M+#0UW#BO#'PJ1UT5)^%
T<-15;NFIK .J?SF'#_UJ_-^L9(DS3ZLN<$O!75PK;+:]V;4@,YL)LUHDL('A?^B\2WW M<%_B8==>Z[UBQ\;NQ45V3<.>@V5'?U(=D8OVO/_BT_&(F87PO1H_J(>)@W-BTK)[3D>2 E
A=)C'0 M<@FFGNM_%IAO!ZIF:-DB5)J$._OHY&JFMP;=*F@?CYD.!'9C$L,Z,\F'+*UC M#_^N/AIMPF]Y61>R5!KD!1;+O>56/YWP\
MA)P'04AEIWL_Q,^T2W\;8IE(NR'T=5S8T(>34;TS^YQJ [3*6T0AULN@['[U MTW0'SB ;R#FLH&ZOIBP2GN,;# 7<6TB[Z!2%W0 ^4XRY7L;>&;5<%ILB@K>/
M2N.D/Z^,ZULC\0EAZ3/UTQU=X27C%10IBUN\1[@:-7M*%!<$N?:>??*D%9+I3WD53=RMW16FXS%F:T/-O?AH0 MA=A-
DJY0F!>ITF=K<+.N,81.WO@S5E=TL\H&V1+E]@5*T=K5ORVGI.DD0G M9P^:6$5K1'T.8V*8X,\5;NV$8#-XVFSHK:.@S+2V,^1=OOCQ&@O0U>!TB]&T
M]LB.X)T6DB7F,O1.XXO4= QM;62Z*%U!? 98'\L^],-[4]4W2>C:N^V7!,2 M"*Z. MDIW"A79+KZ+<3W,G'=]T;C.UZ'*Y<\I)>!UK'7,:OH!--YB38)#:EZ;-G;KS MRDFPIY<#S-RY5-
SE5C>:L/SP.BTN:6\YO8 S11B#H_>=\1'>X5MTI?O8_S MBY-B3X\#JNT@=5HB+5#2W*T<2[]<"(2 MPSY9&DYD"6G/JX;WX8F$R)E+3N8>CV_XT]U>D9/$#CJXOLS8-+VKYDG
,O?0 MC?9SXYP$1_BHN*?U"'V#&![/"70:8.*C8F8?O]0W>.)1'%!'ABK^(V5DC-8P MC,-CY7YNL>,"&1\|#[L];,?%+CYFAG'_7W!]) %:4DCVU O=)NXR4H (.+
M(O^2Y']%.:A4%10:5[=&8#//U&V\V*+4A^E@@^].3VW:@$-$GB^7H/W)'M 2 MA:^:-Y9159N8U'!VW*?):XA/@HO=UPPRI9S:BOT;>LLK:ZB; M*$]W[I&'>DACC5UW%C11%6+\
((<_F3GQG,U[ZMV,.2Y&?T'"WS[M&H>MV1FOW9%I_1IOL8QD,B!S.@>WZ= 9>9\B(.:*Z2V)VB>#M+[$J^P\RY!R M)^[9F ,OI"OTBJ)D^YBL\F]XOCH?1,WR%N>/&A-!
[L>K33DQ]5+6AJOV/N0' MW]<8+YTH_)=22.K5A/6EA4=;QQQC05)SD0J\XRW3!-:CATF%V" MRQ=>'7 T7^+W(GX9TE/'^ 13M^#:FTKRL!VL*+68RWFU0DM\75Y_7Y+HOP<_
M1XL8A@W_@23TB@4DHL+F]RG\@*^6^A="23RY40&W\U68;9/,CSZE2;'%-?#? MX!L8Q@4*&!/46/D.#,SZJ59J!*GB4R>=:ZO8!:LO37>@,&*BB>J-H2QO?2X6 MJROTG$-
,CA\OT662=4Z%K,8D=PK>(F$&>LE%7+LLI*F>S.LY=+]P.QIF[5[V M-U[/HFUXP+E%@[_:U+'33#PAZ:FIM##/.@CK6[8\"Q]?DC1_0NEFCW-46M<:
M:97,76DPNHGJJF7OG4+4RHAJE-(P7H9;"#O3ZJ'T=>P)4IMME.P01V^3(\.< M1Z1S%J)(D-WPI-"M12X(Y@8!WVHS7TS5V\CWD_1$3K&4=1?ZSV%$[0CT&\&X
MQO460B'9)39>XX=Y+8PC9Y^(1"VHY#_[.0O5)VHS>G#@,5_Z442D'WS@YV:7 MQK.N>J[FTQ5Z:FTXV-F7QS>Z-BVP'#]@H?S-4-$O=$\Q!;/%"'[-N82 MU4V2UDTO_.1JYJX:O7F"@
R]9"*#_NV\G8+S#.$?UA,/M8TS;)3&^RQEWC[MHR65EO:_JV:-$/AAJ*2KF(J5DN4(Q6H4KH[*HU=@0>@R/#JRG+SH-7D/JY MG$^](E 7']Z"=/@W@?K+?
V53$F65=W4HO:&MSIZXS,7^- [(>3W<2*W'*L#R1NV91;"?!\OWCWAJ7 M3U<@V6EP$VTGD%1Y;O*P%U(W*07>OGW'DRFG.Y)-8Q"-)J%I![''08 M.9*$VC*3F+-
CB38:@_MDV#DV*K7%CS B>SS09K6!C#! M22R\N:37?C@*)[):1]*Y&B WG I#!PJI:DP)QL#C3M8VM@BJ ;,8E9\.+\A1 MY,X^^!F3+-0$3[U+;.TK=SH
@7$:)\A$+@0UA]\3.3KFDLPTR"(3KN&3N7<-")DG,B_!Y'.N@ Z3D57@Z)OI@,'(@Q?]0TZ,[=A_M)%6,# M$)T$JV<5/?951HPZ!33U.J8[S5V:B/%]QO:"/3J)13^G+Y04=6E4+CM\A8[H
M_+0_1M2I,'M_7_XQ$:H8M_]PU ?('!:H4^.IRY+(/_XPS2106>0Z=NL@F<1[MO1?PUDDL^/FB!SNPOTZ"VR/((F/@DYT&K_<6189#HS$&_\=1,WA4!4D;F.TD M>-A7WC#VV3P)
[@T3$DR@]TZ"C7/) 'IXP)-@]3BVD3[PA).PU36S:>_8"G/9 M@/'O/T]Q6?8Y2+6XDR?!Q+F.414ZYDDP>825V@/*D['TCT>NM9UKY>I!1D=E M]G&N7W.04QYI?>QP87,M72,4UG&9?
MQ+N_^*^?KN. 8K@FQ4R_EOMBUTW!= MNIK_SX\MIM_A+X0"TM\9<;49('UF:/G#.GG]$2T#VNUMG&&.I4^I#_:6\S0% M)6H-%#T/(@*6#R,JAPDO$?_SB/(LF(/Z/-
M,VIFF>@L/G9"H2)"']Y?_/Y#NT?I^ PKC0)';<38VSC >R4H_$C+T':QD1GY M9S]+XJ<4O8:9'ZM9)RLV\D@^^SD^$;[]I0ACS4 DI48>QY6_BOU'/XV3U4H] M#DFIT6?F-43IWWQ\Q?
NZB6F5&GD$M<@7H*K5;C$YZAZ4%U59MIF MK5,7GZB(Z%*JS"W?R.0G"58B"F\A?:X^L9MF1Q_0EB?L,2U?F]5CC_=-\E1PZ!VW4-[)+G
MOIJGSIM.P8/[D1PQH[I%F/9%UKJ_^4MZY-T6'1Z/M&(.9]/(&Z_%IA&U#= E M$%:D1?;#,MG\R"6['W/_>Q(GFQT=PP/^OW^ 6V>49$6*%NG:CYG:$.^KBR+#
M',NR*Y0MTW!+E8FVU!)[90^C5GP\^_=)%"XE"B@FO!I4L):12IR4RR3.\, " M\L>%GX49@,A6-S=@DY95K,>3MI9B=".Q]=1X9AY4/<^Z9\.:5-_(!> M45P@%H]>*
(!&S_X5THA[O2[U[2VM:W<,<"NS6QT?95Y)SOV<'<]>XG 54,SW\V]FG!C M2QM/9",PHP>KCGIS5Q3+/*6BTE.JA\|1A5P0CO*.7=^O MC5FSKU?SHMK<>S;BQO;>:_8,G?
^DK#N1SO^'[D3-XX0@P50B]D8F=%3 M'"BO*'U.7#M2 -3ZL(X&&+&Q#* H;.U J(^G:V>K2KNQ1?4348=545!]U/=V MXP4.R6?"O$06),A):Q0?
GG%+0XCQONS7AK7M:C3,KEWDUP+1>O) MNJ,^"@1K-R2?>F[!&P.'RMQ4)'1:2)1P6,>#X#^T$FE\0!&$99(P6D(AX0*/ M$>VZQX?5Y=W8S5T34H/\5]-^2CM04-P=UN8K!VXL
M[^MJ6-N"DD%U[4)M%3WXB-;$!!D'GU"R3OWM2[@44 L/ M:XLR8O K J_XG7'_E06M^=]VAB1^1XUJ>G&5NV:I)K7J0D_CGJ[BB[CSQGZ
M9X$;OGY%5M$Q]EK9C=%W;4U5<7M;LS&BS@VI+._(-NR8D#JTK9+VH]Y\>P5M MO 5O6-NC+ ZI,;0=_?^N#6M8V:):7HBX,B-)6\69D[3/))G5M4;:UPPM5M=9
M'F+I&3615!2%;"ZH)0)W?Z(M#+-?+_$!'>;P2;V>E#5&=B7K/F*5:Z5__;%! M;#IR$1@,OV\3K@;9F.WJGHW8.[FD\+X+'MUZ2W9'^(K 69RC% E*!Q[?
I>W;W;F;D;2E)"$5878)A&^S+WFV,?K3 PE"Q\4N2_Q7E MYP$6O%%@=,KLW9J[("!];)9VUYG5M4::QH/8;(?U:, 9$Y 995VU[*O3S>A0 M%G=#*= O)MSTN774&"[L4[_F.-
H.V\,Z_GP*S'WWCBG>FZ6T'MO+#)ZUY9P M?&_\VN-E?2+YPLVYUULW7B+F>J\(K M?F-:MU*M@BT^!?>4-ASA$XDF/RQ'E",')<33Y:_7*5JS3(MLP&2F#"*@#.JZ
ML8,'P!$:LNBH/<^,L0@/<8L?#R A'Q65<#XC'P86+&)\!A=IBJ\O8B+I1";L MVXQ%:Q=_EAD=6,KB]ARTXA315*&?_#"&O(V+6'AK&E'5KPTWCN/><)*]5_9) M&/GZLE&]7T["Q-
>773UWYWS&/OO"O0+*]!"O_U,"--T;QM2U"V1<\-+3$^-- M(4L/<4,?#F[I<_@Y0L*BH@^QL(<$8C.YH"-I,A]6K).=J(;[$V1PQQM(%23
M)@EBF)V]^#%*%]89M5CQ!6V^#MHUW#CZ]P:V';1I3N(],1IKQ]F8)_$H&7$Y M2_;X4;])1@%E/D0)QPUD9E6H7+D>U0C BFG0A]"-T:Z]E)$P//"QZT=Y[^IN M'&J&R-$CKI>3N)][
G*;K[GY;EJKUX0&#_40KX$3 @&^0U@B0HLM J?X>'V' M?+RVV'K>??:Q0(G_-3I)]VEI7+*S-!=(QG]5Y.(__L'MTWAW+YZCD)J=;_!< M^-%?D9_R(?)C4TOT\/8F$P[H*^ S?
B9LBLUC@3O%TEMA(4M(=,T+\Y-X[T MP1C/>^V,D[@M]V;M"+OP))ZN>S-X^%%P(N_:?9#*#U&2><,KERIMQ5'#<&^2 MM 6=?
9ZF/MYU=.P1&1%Q4Y.'U!"B+X@%K*=98,ZQ.,#ZZ\TV2G8(/:+T-5PB M.04BCWM#E.0F":-NT ML-H/\(H_^&0!PEINC U\#Y=8*+L*HP+ODYX7:[_6'"#_';OY 0PN?,7;>0GO
M("SQ7W]?1@5>8-3%?K,MXT,GQ<H=N7+>]4F3L>S2=A.#2AY-CG7(G88H8 MPECS$_(DX/SVV^WCG[7S 0/:%[(7Z=J/F3,L9M9%D84QRK(KE"W3D*)@!4%(M:1;.T2N4^V%T8-
W2&L-=Q03?B\,70@P?\3?(!.3SSAMVT,V+S;/(7-!'L/ M]@,_W17T:BJX<9B,.MDUI#,-JXXZAJOY/#=* G0\IT<+&_5B=X'BY0MFPJ_G MWT/51NFLYD[:DW)<5\G&#V-C@AK5W"'H"7?
6CQ:AACTRF/#2&MQG!">/BI2. M6K-Z$G[V?TG22@AK[PY%H5D'^<7?8/&Q-@KI8M&7M8^YXN(S^3L=NL MCGU2!$=Q%=+&USAYSE#Z"A?
O;;PM\OJCJDF8=OM/W^_83JQ&=RYYSTB=5GM4 MGW4K/H"OA.*8J'X;.PT.V\B+&$E/5D6A^1DC'5WSUWG/=^HQJ1Q8_7=KYPK< MYHL507S%6U1[?
4J+6AMXM2GQFR0._#3(OFY!)_3Q_8<_?OBHI<2LKCW2@E* M!F-SDZ0:V&C--=:O#=NSF+'@*9-9:Y2UET"4Z8'.E_\LPHR\X,C'%.D%ZNYZ MH^%V-\V)7GP+=M3RD2:>N.C6-
JM+VG [\"&7,!O8%Y=JE*"\[MT;/JZ5O2_:RJ"LVLG_JN?[_4?A^900,@0]0,'=ZH/2S=4D)8K)I -+=Q@%8$ MT(=@Q%&727R8<.E"L= '-3G^=#>.?CX5U3?ZB36N/O;
(@U>4YOB4B]>EFE8S M4'7ID<.50!WY/Z+0%Y[Y''?^WA._>A+$D-NHHH_ER_X M5ZF2L:.&=8''4&QS3V+3)&>4 >+C1^^%'^&OT>,+0BR'H]E#IW_#[C#E'J7P
MA;]&'TS)%:N,O'VXLT#=UB7;-HJ2%@'BL7P0H4 X89CHH&"KIH)#>_Y3FF0= MA'14FB"1/6,7WECX#KK8\?A&^A-(]ZCLT$?C]T7<:A"IN^!B9
MNH1H4^RVO"Y.PA_9P%>CQK4NGXBC9IK>I8(#QVC\&8Z:.[T<(J2Y/:9S.YB" M\9$#/-_7&X&O5<'@?ZPL,G(QJK*_MIT1CGK3*IP;^/IH.!@<-2M,O!7$8\O0
M.>"H>29U&JH=+E.RP87C99_A;BUQ\B)X$P\QR3/>7^$^">3I7EMHMJ_<< M.0E>C>%RT@BGEO#^V 6^#G\5D4$&U^VQ<\LTR*T66RYWJ3GJ/3I$H6.N#C]J
M1(C]%#Z"F]31G*E[9!TU*ZP\/\=R/3OJF1GK 3;,I>VH6;S/Q=S?C^ZH M63C175V)VD>--M3OFM;Y0!XUFX8>A3T]-8^:E^.>>0JOT:/FX%![L\Q[8CZ8 M+[<9IMZ^7MHT&4?
__6TC:YXD8WB/ MOS&Z:^$.TG S]OZ_]MZUN77<2 #]*UOYOLE.LME-MN[>*C]/O-?GV+%]9BKY M,@6+D,09BO2 I&WEUU\ ),47GA1("2KDCFV!4#H1J/1[_[SW&RQHY%P*]9_
M#.S-BCBYCH,2<_^UTAU#!N)E<(R!M%F1FR0Y'6H_X/T; Y$.>3KU&!G[T9UUG)HN+U,GT#'0YL(5U2,I M%=EINJ@@^QVI^E:0^72?FKG">#HZ0NC$^@<1/:]X Q]>H[#@!&+@)'-
M5JCK M(?SD$&N3[+]@P(%1OP.B[A92:<&QD!'-GT%,KC#+T_1N%=8H5EAHGVBJQ\= M6:,6X13[@+3?/NWT5#I=HR.CZ:^SAL"O20R/A17[-H\#=I%WR6![F\^S'$1D M*^)M=X?
9)U=*%2E]?GX0[ETTPSX89XA*/7ON".+8O7W/++%XX:V1?VY^R\-W M$+7>YIJ9\C1KY?GVJ8$E.6K++=V9]L%JLFLU0;,SWCX(3;GP=&/4^(YHJGW M&EQ1W'94-,,1V?*&:-
@IJ<1P$V--'XF,BBHSG3J=/VF?SI]LGP[AM]GQF= \ M?71NW[^%G/TSA]KK9D!?3/4WAC_>#0NC<!2L"W,/^% Q1C"I[7QVL A*'-M&TCP;GCEA$8A6-Q6V4-8S8BP"
M68/LWDPVP+*E+ N%)LTP+?^LNO%B60B7^]=DXE'/0+(T!+)M*H)WWN"[M2Q< MR\UR4EF^9S-:%@;'T#M9^L%F*-SH= MVUW51?F.,04B$O;^!;^"#W$MEJ5W<9<[^QW/[7L,
(NNM?&H<7M'<3MEOW)OJ M%&!MNM0$C3'9,4:IZ()2._*9)QB;1!Z+K,90,ITLCR5Y$^:3)3IKEE_6=2O$ MG$U5Y$V9-S*G.P7@ (9O_PVC?3WN8BP)8O$)(_66>X-0#Z M3W5+.^'
(9ME#9Q"O2(]-4DO-!D8O-'SD<38UVU9_KXST&='?/4(:;('>0P; MLY.N)45\J;_YRS)I&F9Q6"08Q00Y#]+KBBJS;F8R%%U2P6C6/3F&8HTK?TW7
M1<)^;;!'E+Q!E!TQ2R(,ZXV@X!O,ZDHOG %>6H$J6!XC0)GP":![24JPPD1K M:@1W;[0-A2Y Q23W@&EVX=6#J#'3/;#(UH2)RBHSK8'5YQ+];0KJ'BE/MVH5
MHOL0YI!V1[E'9A)3MWR>O8S2S28_Y!'(8' -\?.R"4LGQ%L$J6P1!Q>'!&5E ML@L7$@[DQI:W=P>3;?:!92-2%;7\|9I$\R1T7U=)FHDKJZC/=X^LL1RB2]%D
MBO6S:B!8Z6SZX^UEV.P*#S*D*+N*=SMLX?M]_244L/K M8*$PRPUU4UV9:"J=,FE]$>9N#2E?"7=-*7H1"-05O)6PV$3^(K"HH95U#;NM MMWO9R!*9V-3I=-
DX%#X9YE0@HX[!OQ9(CDDWBG*L(V@>A3O>C]MDPQ]:%3-' M#75TV6@<)B52C7>49*@D Y$7B%.C/X:*O8@77Q)RR364Z9[^S[NOY)"ZXZ++F=L^ME9..3E*W06S\D41=9"#>
MD1H/!05?@;(3RB8*MX3F"=@">ZSQ MUV]'!(>?L"X(\7,&12\>/QIQH46<@Y9:>)03AP;)Y0;Q,2V;NM/6[/AY9JKUW+'^ MQP6[9';L691.5L>I+3N+"
:0&'%JY"O851:!,"5S3,L7V#9ZS+V;B6]1=2[A MSLN .I<0.)J[?MX\S<.H.I>H3F@&:J*,^]C.'4-,PW]#MF!;K99]]YB"L+:Y
M;!'A;>>\FQ)Y;NZ5_L<,G)DYT0EYFL24M0@,&6=M/#/9(F(JSV%R' EE[K6F M)HL>GSGE:4EOZ)\29+@(XPBC"E:'?0^B7=1^ X#ZEVI]?GYQ)/7O+R"72T\KSW:
MFN.U,A5<;##%IO1,!)%?O-'V2CZ76.SQK\[&^^,,N]\? G??0#T>ZP]+T-B96,ROFG\+4*!@Z(9RUI#1'7I7J&":K8 MJH ?QVC>KPK((Q M\$Y(-,->V59A-"@'$LDD)_G);7WQ!
[".YFQ'>#U^,>MZ4P/8OVB^ZJ\E&3[:OZQR^)#527F#*X5@Z"Y@6Z2#:$ /6#CYLSX9D M^&)NV%,EYK*F#95KFII[B!G7J'4RRLNL38L(-UO#U\7X438IU;Z>CFUG$60D ML8#+.%
('HW,GJC7\5Q[[##TSMLX>Z)2%PH6'N,J%PT$1MI%1&IJT!(# MF7,/(Y33ST!S^B("X8[Q<1EB3'JYI38!$124)DR=P-BZ@#JH2A\WP: MB^C_J81'/9?(=)U 7<7;
<$=,B;N_+!=W2CZ=$DU_7=$D\QE5^L RU/+!KT'+ M(U7A;-Y*U 90^CFJK"V=/5 Y&"K<+1T45_315:A;<%"_[E>Q@J%$V@%7B0G M/.>' T#'ART=U;/E^IBE4+QAU,;0A>?
R^!7\DJ"K"*2B$&^=%>PU4^5OLM[B M-W 0QU3KKF(X7N 27]J ']:<_-A%1/=8E#IV[_.SC@_SJKPYP6"7?X$B?43 M8PB4_JB:O4TOT&K*FO:K#>9HE M!XB>8$2?LG0?
ODEJ.PMFN,B>RK; NJRIF&8Q\)@6;< 2'=SLXR1*=D?J@Q&? MC6R6B^?3T"*;]@O]$^,M9+XIM\(.Q '5VFNX>'"TDZ+N(9%);FA8 R3D5K_M7;[;QG :NME0U7$1HW@C7FZN)
MK@CE.:'TE>%%Q#>.0)Q4VQXEWC')0.2YW^XFS<)#]][>?+[!.(7]^ XO'7H+ M,L^+F$K_?)\@>2CQO7C8WF(@0/0/"'CV41,K>X*6;YAB7SY@] Z_)G&V'V !
M5UG4$V20@WOY2(S@H%K+)]#Q-_/\5D-7\PC\VR0WPQ!.B_D$/!YK#GBRF"? MT]P;HQAHK^@B&CQWR9QMM34B.:P&06@M0B
M;!@6T%L(:HM*ZIP2NU0.6E1"Z$38[8B:B\H5'0/%35NGVD;+!C;LF2GRVU+D**LL4W\6[U%_$M- MB5]@LD/@;1]B79A!N>*QTVZYP%9S$TSLBL<:V7(*-[_?)>]_V"1YG*%CL>OR
MEWK3Y1]^_O[N/S A7R"]>N] ,^7UT7COR7Q=W%Z0G/$VB6D M-H;4T](@OOH1QS3V%P$0] M4#/(^6N!G!CN2.RM"_=/F6';C M- 7":\|S[.7]]FOK>[5&98:Z?' MM=/C:K-
VB.GS[4;CVJNM*F@7FPW*25LE&BV?EK_>Q7@RZ>:%_U)J;H6>G]V' MX#6,\"6$:;,,T>!%_-+=2L@:^R\ADHA+\GD6BVS3K5TF,:;J:EMB,#IC#0O2 M14.AX13U
TOV/G]1PU#V*8*_G3[9L$ \&0Q,]9LOF5 MM4/EN6/B$%-]D\"EF.R.'Q.?"GL3CG>#6RO>VX-F33']HD$23]C=U/)]W6US .#_F!N['VY]-CC),X77]FL:=4 MD_Q% 2&LD?:RY_<)RJHK\
(*_2%14@3G6G:V+2P!P1MMK#H??N3"[!1NB&1^% M>V<.M;;Q)_B>1.]AO&MO2YB/*IYC[XF 648J%!:[$D+ '&J5VRB'>G &.T+Y M H;#&&B/5+! 4YU^M:.;S[<0%?
(=R:$S<]I"GR*'_G6YTYAO-S:98)0 M\D'8"7C#GV1'#=1SEW "4 5 3-N26$@Z]3R_BQ51?M92$T!4Z:<&(%)9:C1[M7^^K;G[#>OE+THS?(J4>_YX#A!^LFU>\<2
V"0Y;THGK4AT),66%&9&G;R&L M]ZW!%G@K. 7F=^(?#:IC.A]HM?4LBV=IM>N'/LS >84B\.)"U<**H)IED4 MVPK[UFT8@W@#KY)45%:<-]I>I$FC.BYHX6CNL9@"
(UW.G@S>M:P+Q^-'[&LY=]SHR'TJ MQK]91U#(Q,&V27'6J% 4ACI2X]P+)YUYF_@VN45$VB@*UBQV/O?*. ,):R&E M2Q0)AXO$,9#D&?6[>Q91(^D,P4.KO-DE-9(M,T.>HA^J1.5?
5E2J^K-*C/UUQ9C$85:I4_.W;BEB2NR;J] U@49N(0#_"?_G MY]H*6/,CDKEPE<2DF@W$Z)A3^N$%0L2X4$'Y#<-4_X66<@0;LG5)GQ#-5V+(^&YXZV!0/;PL&TP
M(P'^V6/ME3<$$9%,GO<09O?D&R3E-'G#G0) 7)B1/\%BI!A^"LA+3[Q_1$6& MZ" X!>YPIP 0GH)@@C4@'E'R!E%V?,0$DF%Q@K#X-^YSKCK+%<8J!((]UI$4
MBS6YR,H9@"@J1!_A[GO#UO:TWK2G7>LAFZB'S/M^OAK?LX2T=J4RSQY7J)_L MA]()WVM ;"=BY9L[=KJC9V56J\TQ7?\O",(TB5_@ M)T@?8G@;OL/G\/.?$"7XMVO,U$'Z"-"O'X#]>
U;PRFNY5'3 %Q**?1ZJWA MB.CG27;M(X)O(*PKRK7KQQ5UDB5*A/("UH#L=FRZBQ^PX@,(&5'&6I7)XV6S MJL\WS.HNDS3#XBE(4[#9YQB5&>%6A$V5K.HR.49T")?
3Z2YANB1M"U$U I_" MW3Y[V'Y/BUK&%"C*/D@)CW6[K7F&][[;C-CD0H.N%(M*E')IECTH#191(P]B7MNHQ@"+ MQCV,J9#@DG!NKC6O-<@P+7S) 7[;\.A:H2YRK-(-"M]X)* PR_
^O^6$73UL MK\$Q+;^=QE:%2?> I<+-"BU7!,$-,P=SS)0B':]]+$E#2T81&OI#343,#E M%X4HAPM=O$/TFKB%+;WHTE9";"_&8M;DI12Q426?"^(D9L_;UQ:N(C1IAU>T
MKAP[@&'6"%./TJQ38;EA%;/&E%;XAJH:W53 Y\JZE"+;ZD9UVL$GLZ8ZQ2@5 M!WI2.X>R09$Q];,IO>G+0.):9LN8GJT>"#3K*E-GR6@:D4:+1B*_@BG/F#W7 M,EYZXH=V0-
@8:'/(D#'HLIH/3)MUJ;3!=YDK%,X:77H76A8E.&M4#;^]LN#% M69>@T[Z0$NOE7$O1Z=U$W7C319,8_V;JA;W.NHC?X(=34&W4**;\NZ32P.1% M$Y10-=6/@YYU;M:64:
MS+K0Z'!MG1OF-P:^O"4W5M['K,NM:A.4!EH7C3@A>74S=L:H3SL+.ZY*7M$H M-6MG@3UAMM.$M6N]0EHO$:M"U&JE[?$QI42P"G\3V-(L%$FNHSF>LV3SZRMI
MR8#1293LXO@(/@\'8FO$'S_O\4$\P:0B)P8Y,L>6J*HE$(?MD]PD^SB\%\P*'@3+:[-*D@T[G?92S+^ "B0E,=M MCW&E=N-:T]<,")+2?(P.<8UB?,U/)]U6ISM=;V/MS^U5;HI FCYL*?
\5E^SL M#[1:62N)Z8XNQ'4N^P.GITU.98 2(YDA>+OK@ M49GC$1P+^4U<;>W,1:TAP\Q#WQ-F.]@Q_2V>H^L*O(49B,A?JTXZ(Z*M_VWV MN$853M%\$D2"#G?\Q%6"\=?
6VL4C(A[7PT6>[;'6=4+K#PQ.K3K3WHFP::J1 MS7]YK,>4?(L*S;7D' 9YW6RW<).%[Y"T3NY ISQM MI'+'=S'I7X:_Y'L<4BL#?FU_P5]+?Y770E:9[L!=:W>O5KYHG6D6^5YK=P'&
M\Q/,0@2#ZQR%\:[@UI3X^:Q08PG' ?T11#G7!J&Q@NG+WS8B-;[Z(KMXAPCL M:$>W1X3?8KP-.IS)#8:LX\J1E3?GY >NWZIZ#/N],["@&RE HYK<6M[0MH%J M[JE5:\DE64@?
PR!512)WC$++R%/D6IC:&?Y]D\ZLT<,T#U5TTB*AN=Z5M<"/ M;F=6(S:O%C;'>207<1HC&=V:QS.:H6HA-9XFDP$%)K%9YSI/T3'>+0/9T M5"U)2#<:\^.41"*S<+&3RU_&CW36&
<(3 MZN5ZGL 5ZU-BO71+SCJ!>S(Q<9 O==8IS?;H7KW=9)<_YX0#0L=38 M>Y/+$A"7QY,\ZF?&B4P.YXGA/9+4#0"3+VPOEZ2XCS!@ R'N@J@XV5X(R$DL
M':Z#J>45G;O^FDNTQK>O\:V31KJ3IZ[=LX0)/7^_T[Z::H:>?I^;L0#/&< M6<7PNFCB4Q8M6F%TBF_S(F(+C+_E$P ?H6D7&")1G&%'=DTFS98B*7%/=[:-7R'44*[T*O MI#+3&EA?
8 P1B/#>+H)#&(>$[1'!4P4PM;F.B.]3!:P)Q8I%6+D4!"L%A"V] M&>R:U>C2:4P0U[1Z>N0,0Y0HWY.'%H$H[Z.NY^U8T*9CN9"\XHUCD9;+XHM(
MW=)&G:*\/UT2BP7+\A/^3T/DN@&(Q!*G5?3V?$JN7\19&(113@[X&6YR?(XA M3*7Q7])IAJ.'"N97^$T@HBB/-Y"Z301!0PJSUHK2?E:4/IO$;SXW48YO'FG6
M3426/"OEE.Y=OSRR%Q %QX[XC?:LS=U=@C3<2(W'XDF6"9G>J1\3(E31;I<\ M*'BC'0AB9R+X\MBX?XK^.L5UUG+*YFZ0Q"W%'3[=V_J4YH->UWJ>"T_5I>I3
M=3E.Z'/50@OS#OP*Q%0P#%X22I'[),)B=/HH*+&J,]WPSE\^DI=]DJ<@#EX^ M\%TZWB8Y>LPSRO_XE*$RS2)AQ.\8976T1ZL1'(=$!%/6-)TU,\5(+H1N\H-S
M%XG@KORQ^"R#@>J-8LYU![2B2,%=FN8PX-6"EDPR3$/?XX!89L+7'&.J$A6> M"+%_3\GS< 6B34Y<0[4-%O^Q(0NQ".W\17W5\H2]2HE(X7@74UJTR?

0!FFC^55N]6SG>A5LET6V2G&F:@B M?!$X-/D2-PPUB_':[_%EXM"C_JKH&^@6@0"C3P2HTI$BS@&;1:I9+!<1-C' M$,%09!A=!-
+6BN8+S(]WJBZTD7>'6;EDOFT([*5=CUM.P$'EV<"KPO82+*TD M]O#;+3N"16#2 !UV7#K+*#^MIQ<:\#$MH\"T-C4:\E9-5T/:O1CLFIF2S))X M$T9AB:UO^0$BXF*DP?]XP3
FOQ&:O8LKFJ4CZ4&14>0H8/ -9D6T?/4=-D*Z M>4%$U=[ND[2F@ZRXG>2MP#>OMNR75AM.A)F!!9T)HJ-'J!-]:F_K+8Q+@O_8 M8ZUM_1$EVS C>^'LMS' &=*8.K[R;
!^@L1,!8.R:4!EEBTDE8<\2S. 7^1X M)P%,>QGG 19=?M_8T+!%<+!A8&%':.,=2TP\\4%T MCW57<9L&;G[+L31.C$2/5=.1'8+GDX!P7=-QZ\-OZ'6IVQ2]$J7BYUF+N_9Z
ME;RZ]P#IO5_<53RXYN*W37\=NUJ^.?5+:L9;2.2+4!%J(JFI=BP",SIQ51PL M+@)/0S6E)OXTE8^9AT=.P^5.+\,BPE>4^=Q9VM4B4*G#&/69PQ@H=.ANF^2:
M)C3@15#LP,NOH#Z/$HJ5X -U"7TJ%]$F[6(N+;)+K[8[+$(7$OOO6G;RB(" M/D84^/GVFE$PZQJC'>&=ZDKY9H-JF AT.3[A,FGM) M*3UCR_N*(#LE.B9K'>)X^^:DG?
G0[#9W$0=L3450T>B,Y=P0FW52$Q4D@YE[M%R84+-8B(6<9STT_^8M L.FG?[Q4@7F?PSCRZM0Y_?,^HR$/IUI_X;F[[YRG M[ON%=7/1+D]QEA0]G??$OC&U,#2_@$_,&F?
3:^,U6>[>D!2JV&&X5LS!*/MHU%@ M=&^/L4^P+28G[;+.G& ?B/H1DYC[13/L@]'@:2+C/7^\?1!.U*%%2HZ0T6D_ MFO*!;=G@-D$PW,57Q.J CD)Q@#G4(N:Q,(RES%)(*?
M:WCT]"V&0S;+G>Z31 M05C1.)'($\BPZ(65CSC'VL7#&ZF1@&\KMW63^@+6@,3$CA6D<*-";>RQCIU/ MNY3%178+]*+D=2ER_$>CJW!6@>GM[+=-D]8%;['JT?_AS7J- @WTA
*V2QK MX.!+@I_#SW] P-MZ<&8G&P1)*2@%'-8 M4E?Y7!:Z>,JWG+P6Y$@4Z_EB5"WS%G)L"DU4L=7WA:))+'E*#0:+\(%JRYTZ MAHG%8E"#ZR^H'80.
(^.8AI:%I_/NI*8Q:A'9G5J7M:-!S;T0O\[UE-KY%DM- MPHO:LB+HJ^/9CS)[ACI8FB8,O,-DA\+8/-XT0 ML_G$G96 /L&W!&7R\L'8HO<)J6 MVQ+ET8KGV
.EV(4PEJ$]QNQ64Y0UMHE_J[>(?ZFQ5G,"$#&P+!X[[98+;#4W MP<2N>*PU@JC(\V+S6QZFE-'2'Q$4!\3*YYEVHI:-GP2YC.T1]NJS)O'W5.@F M;XYPZN3Y_(PWVO I7X>[,
/13WLL(J0@@OS3YHRTS5E9[UA/ZI,\],RI]LBY M+,]3;(^\Q-53QJ-N_@33U (W"((4WL47:0I[&V*/,;R'+TD2?(11A,77AVP/ MT7T2[^[#=QC0K[L[O(0>!9>U.>ZX9&(Y-?
V>FK&J+B(MP;2M)D"Y5MF6WN MSOTSE R"-8D8.6L24Q*A3TCB"ZZS1I*VY-OK/;H(;ZR2;M,J2]<4>V>-&D4) MNHD-)_TM"C9("T;IW OE\&8@[3V!0E,O&<%@[)79IDA]' M
5N$7]\0Q7'?CT7X7 <1G+JVO0P<&F)]2DJX7!V7SCLN.79>4AN(E+W"V$F_O0K MS-XBL!$X*,03;"-R?GZ*DA$7Q;%BRG!^"K/]59YFF#.CHG@6X4984DB+6!L.
MG$-66OU@=60<"1LGU%&]B!PTLT;:JXD<152@K+B=T'_+&6R\U&^:/6R)Q$MD MBC*M(7U.HD L8C!]XT/7,NZQXWX5I@):W>XN+C9;WD(BZ5>$4F;(_[?V4=Y&?7\ 9;[F>*D%C)=-
WJTQ< M0GRSF@7G;SXQM6!6$\;XEE&&QJ[+ST'"F-_HYAL@LA*)9+.Y5YC3P9/@JBVE MNXD&MD:]U:/(<:XT+=:7,HH(JY-ZOPH05@!8 PG60((UD@03,7,+.AZN[M?UR_N>-
RS^IS92%P];FN/E?+?IO5YSK?1$LL"8L#_<[A9O?[Y+W/VR* MXMX%U.4O-<#E'W[^_MRU:-0?N$AJ?INQSBY#YX#JLMI@9E\\R07LN5PWR07\ M#'^6UYAN$GXTB0=
MR_%X@;$4$$S=1F#'0&3[\XD/M^@,=A,'U[1[&O>4V^,FWN1MF&*I@_0&NL5_ MZ=YVT4@K&RUPI;;5YMB)-EN\G\1[1!2"."/]11G[9 Z;:(LO"!!=^/EX>$TB MQM[:GT^*MRM(E/?
H#@N+G_\?/'(1UQTWT2:O_2T M5X@^Q52R>=YCW3-]R+,T S&YTOS[))HT+4'L813)T-P:-"UVBVM]LEC01JE\ MPN4,GYP'%(6_!4,A;Y?@0!9X.MCR?:TCUI8/RX3V(^'^T-F?1P
M:6(CH-V]L8P)RE>'>[R\[.)9$P'P##.A' /^_W89?HXS= P_,5E//#]K6.@ MXJ\NHX+ISQU%>G):;&9ZC4=!@]-2I- W/0HZG!8J53S?HV#%:1&3Y5 ?!0M. MBY=BO_TH^/! Q&P&!8R" Z?
E2TGTP2@(\4#@9$8VC((,IZ5.0>3$*,CP0.YD M1&:,8KGR0/;DQ7Z,@@\/A%!V8,DHV'!:!FW'K8P"O]/29C](9A0<>"!K\J)Q M1L&'T[(F-
]1G%%0X+7+R@XE&P84'TJ8D6FD4M#@M=_9CH$;!@=/B)CO82@T/ M99YZ.P_=2I;Z*2SB>PSR@)2-O4KPRG%*?TB3* SP@. 21 #+CL]]2(JC6L_[
M[1T*+^&W'F@_65E8_:\]R'+5=TE9N?@.(DAJ5V=7 *%C&.]^!%'.HQ6UN3YFMCN1/NY/&83[$+R&$7XAH.(E$$RP M=XDWM+93^@B.A/6Q$P(D@UTX
=*>DU#R/HFP\)*2FXFU;.7S$$^W_WCY6VE# M^U1UEE#77@/)BLGPBF3 MA'D>RF'0Y!7%7QKMY$B#6E(^O<_@.]LVL:*U0SEU;[R'((75SHZDN#5%_&#/*-7-
9OD(=^X13KQ*@0AZ3 . MWDA#D,;5YI&=?*(UH&Z)A0JSU'>"\ S$NQ#?BD+7YA^19)(U8(CD$>-EC_RM MMX:X]A"*+[MDDCU@.F*&_#GG3[#8Q2 #80R#&X!BC&
(B4.6'/"*F4\R0PDW(M T9AHC6@OB1)\!%&W<);O8]M:D5OF"66O:DKD;5EZN-K2=*9+E@5Q%"X))PW M]B+?K56QK[I?],A)N"F">Y)!^@[K1MZ8O3]L^:U&=%=QY*5X"G=[O*/O:?':
M*CT4W3E.R;ET2U*Y766F50TP+,P=Q*A/F\?O8+SAWR/1#(>L;,K6-9NO=IJA M<$.+%X'"+"8SCV)":D!W0T<\!UH87-*J M%:(6RN$Y.N994$H!<'F01>L2<*
(9YH,$I3B')DI$"'0:+6MI+:6W08<6F&$, M+F- 6G&.]^0+A +/*LRI/I5"MLA^3#TMJ:4G%ZGS3L_1H2PQL:."/(=^<87E M] 0D(Z%,\\&4MA2E$/OD.7;T\-$/G/(LJF M6N37?
%"BS32E$62>XT8/&RH!:)XC1,Y$90%KGE9WU6:C[5@WSZ'68YNRZ+GY M($-?RA3$XGF.%CU$J,3S>8X0.:^LX_\\K?2LS165 @H]1X8>LYQ*#;>#@'.< M&=[C05-ZU
V<]!P[XT4/$ZP@/\\1 M(.<2_!A33WLE:#,(3I"JY^"?PQ*F=@).B);!XA0G"-AS=,CY@RALV--N(OHV M_?$5K,G!'BHRC?U"3%!74$.$9H]HR13<>9AG5 A\!.=0]S,(-!LMZ(:/[
MM73@2"_491\D&._3=!UDK]FVSSJ.VLEJ25::ZPE[F9?XFX&]YL7WY1A%/6 M7$R?%6%LZDH<#Z5- 7XCP/ M:1N.AH]#QH93@"1F]
/&E4@@H6E)0TS]V/VIB8AB5,Z(P;B($Q^<&$'KB! MT]@!M[Y] I_^VGPVM1JOIZI)_@.XQS*VEKUAMG>\"V^RZQ0@9O/3923RTG< MR/A_;]0Z9"5S(*=HJP!,OZM!A?_0I):@WR3X>
<7HO=P QF^'>XP&QNE<4K% M'E*FZT\\UK\M_XR9-L@C%ZJ=EVD9LGO,'V^/7<(H(K7*=9_B\ &,AUXG$$6S=]I]K EJ4E-6GU.HD!'"%@H3'01*&QA[0'S#DEAU M]0KIJLJC$A^,?)
[5CA!%@9IB8[1?-OX+!Q+N<&L 5/F+E48K.0KN<&< N 1I MN%'Z< HBP:/>'6*WV#'W%>!)>>))SC"LZS#* M,VYT 6^T:W>XW)=JP('N*O9:W* D3;'NL^4VZ&F.L+=-&&-$1IAS7 2',
X) MI_"=\D5D$6EUAUC2#KXHSG.KE)?&.EK6AN05WAS<0 MHD,_TEIOKGV=O\XLEVG[C9$6>T"\(;@) 74!X&MW2% 6_HO^RMF^:(9][%<6 M%%5+BTU-
K3K]RM89QCG>6;G%)$XOX39!L%%I\N83\\,$X0<(H".UIY,<)&(E M3:CQ1:KLC?>-EM&(-UN>Z"5^0OAO(V^TS8<%?[^ 6S0&V'M28%;3SD66H? U
MSXB'Y"5Y@@&$!UK44(<4SUG1$32\@S J=MSP1I:YP")]47>5-=K5F>@^8_[K MOG_/<[!Y#DL&T'H^0J?Q(HQWE?D*"6HD/B]/@"_=;6:A/WGQW,:"_&I(G8$M
M;BAPNWF*!R6_[JG@.L.YYRG<^NZ_=H03W[_F.4*4O6[=ZJ]LOY;+V#"0#L!G MI"X#KD &,D=?_0Y/C7/,3#4W=;$C*8'R_-D"=7H4#G']1P16D*%Q/7G*2KT
MY(J>=]%3J,]Z1&5N2\]QHZ#$=\4OD=U$9EH+<>KYQ!K/1]25ZZG MR%!^0#A.8$_!/NL%F?CQ<"X34W!Q/(=?B25H^O$7D9O*=/Q[#KG6^R_,(5A$
M8JX"*_4<#UH$P0C&6$16\J@1'8O(:N8&CH,4Y$R_?U#,*_,X9(_3-/#,MBE"70WC8RG@&NV&#]8($O8->JRB8 MVFR_.P=GP[V!]C%<;
(0T+4MBVHI)H88T5<2$OB.2[E;\8KH!KH@=@GJ5'W"6(84JR@E@[D1X@U M[>);I)=H233 IU%>'M>'/G MP3]H*;M7X@F^Y6BS)
[OJW6@1R0OG.0E2<3@#8"HG6@/J:QA3'T&EKES##8)X MD\2=352;0_'J<"!3G>T,>%=[$.^P %UO3D2,JK,-5TV1.C4V&,ODVPN?*1^. M';D85O\G(48 MDF>XP2-)XW'ZL#=>P
$BE/YWN(:J@E=*X1@B3,D7=0T9]$PO-H5&*RM-= M [#L\C 80L9\P_RLL;:<$\UB8GH+N"#+)(/$<#6YU2#4%N+^=@IT+AA\6P.,Y:I29 R_*Q_-\Y0'I M,][#K/X@J$<<>9ZIK$8&_/
DS_-RU< ?/[AI$?F] T*:%I&U.R3N:1$)O>?' M1BTB#=A Q-0RDH'/BJ-:1F+PL!BK920-*X1AC8((Y[0"E>"M43#AG&"L'/$U M"CJ<$Y25(\1&08CH,
<9N??,^+51D..5[#L@PFT4I/DE"2O$NHUB MTW1.#%8/@AL%'^[)O.HQ51F M::H*2X^8#<48W5FXP5BP7O&B1Q9KN24SF[W,4XRQM/GBX(=H@S<&=O!A^V.2 M-2BE&(6X*;
#%W,)^')34%C)1C[/<)SZ%4 /VRU$S(H#K!%.H91?H88WVJGM M&Z$(46FI-<;;V9!.-:"',E'/D:-\64YB?I>/N8P @[%>7*;H,OQJ<;\2?B_# M0H=?\#W 2%/G(7!^%[&.08I0]Q9*8P M;_-
+BC=[$]1/-?[EYXLH:GPQ4RKB#C,LFOT?2)/X!<'W, 4Q7SYC#3.\DZ\@ MPPK;Q]_S,!9LA#'*\#ZNP38&SP#%R7;+WP=CE/&3>0\A^B;K&F=$S,7T4'K: GCS1[O7%2Q M7#K-(8"J?
8EKWLNFS0T@%UHH=';X@K],#Z;&#'M@Y&F6'(B[N[,Y<8EVR2RS MX*0H:X""?ZO!('UZOX)?$E3MB-4*A3-HTDU^ P?XL&WM@DDLXK'^;=G^1;T% M(:+A7Y?'^Q"\AA%)DZ1E,?
@/A'B.?5"J3>$7^"L$1(*N(G$NQ'0KQ(M[?T M>YR\IA"]DP?Z+G[+,Y*8%V_P+'I9NX).=?XW[NBU/3WCG3Q)#SCB:@D'!9< M?V8Z;*'D. \QNU<"9]#TB&'NKOOIM&\G5O(.^8&
[L?;G]EI(X+5)T'>AS@I% M$^90F^T]2HWIF52> 2A(O[^1T+D__L45)C'_<%.86@1B@MX:OM\.!LRK0FCZ"(WGC5&Y%9^S\(KF6&]OW)4F" MCS"*[@YO6$BB45'\-DZ

Z8!2Z/Y,[I&:-.,]P!XQSKAGT&@P5F&%+Y60H' M\PSN$WR'8PBL>.I+^^?"1R_;4>-+&1]5.L*+8^ M-UX_?X-R&-Q\DK(<)&V1_EHD9;V 3TB# &C2%DW+REHV%1Y"SU_4&@77PL[#
M]B[&RN&.)/M>I"G,TKNX=-W"'*'PGX&VBG+B+*T&)0^AG+6G^N#MO5W44]5_$ M!ZL\W?3. YIYC1G>[N1K$&R4/]KPOJJ3JA!QG\2[>W*6](#KLV?M4GGN%%1 M'OGA1,">;7C?
CP"?*8B^)?$52/UMXD86,.8T.X3T2AY,1 M)$@"HSP!G755SH3=D]N@Q$:50L::5V*"*")/L"IBPNZAU0^BE98(&!KO7UWJ M1M26RW@0/&5*\:IU?
8A^P)C'<#."0JD2IQ+I\.)2M"5T]B0BBF] M2,O69?8,1IX\H@*D'SQ<3? 8%+36:F;#O"*>($8D.XR"&4](1\X9)XMB9[#9 M;M2>YZB<=[4I 0+.M;?)PO>
<1LM0ZUHW0$EH/VJ:53S!AJ9-;2 Z9L.'1:%= MK<=('-;G-!;4!!D#P7[M1I4LQ'J")Z%<,P&B/+E>:R' LPWWG.3Z5N54=O2C MRP6Q1K5_J7N(7$:1<=-8(Q;58[A%IK%V0*NG0%I1
$W%Y'J*$E,8^#$5.OK2:A% M$@+J,GXF8#6B#+(Q4#-!8W!3J)'EI8V!G@E:@!OA-GH)<:,8#CV*3Q$GUGE4 M0K^NGE^Z\X@=?U=\XPE/Y4>W&(57I"(!
ME93"J>_*'&9CHX22*Z+F5JSFCS7>+PW]"K.W"&P$U6G[@RR6I^IQC";#.+FB MB+T8_R^@K)8XTPWY(!1]/5X!1"Q5^!WZROX
M)/9"255&A5G>I7;KLOGF\RWFI$X']$AS.D2,MC*^"WB5T5"Z-! ATY<1H."FV$(,QCT5GD:.:%W3=@/GZIQ,99EOM.VVLV#%QOPO# MV?" ;TF,6C#(=$2SWV&_;\D98(BT3W/KVT?
1Y;'<,+DFMPC^EL-XC^2"^\&F2BR?:!:^]]>]4K;6.TAK+ =5^X>B[^!T6H0^2 MPMZ,@8YL^@ID<(=%AW^!?@T"(1#,B7,$RCZ9==ZNP7'P=+I&*R_37V<-@5^3 M&!X+1?LVCP-
VF5W)8'N;S[,<1&0KXFUWA]DG5TH5*7V%?Q#N733#7EU9K&-A M*9#\<_-;'KYCO;/Y&-5]# >@R6+59.3.>/L@ M^/VB.40+38'Y!)4:TQ5-
M0]8XTD0MQ<4S7!$+KTA]K.49,7=Q/D!%B&82H(I M>Z93I_,G[=/YD^W3(>]R=GPF-$_M0+?OWT+._IE#[173IGQ,71;AC_?6USJ* M;949VGF^1=)E3Y:R0\^XA9831\NW;;J,1NU"O
JV3B:"U*QKGJ!*L;KNF+B: M4S$9OCVRE:>O8"OS!!K+=/2Y7LW+N/@HM ML2YCT@7Z$WCM/,K?>,+_^;G>^R-*,(UF1XP-"$O[!K,Z>8,SP'9N1K6M MQXB47&CLK7>$'5^JPD1K?
N$^UGN[%"5)*$^W!B!W7[1ZBNZ)%9/< Z;?>$05 MHL9,]\#]]Q!1!:LQ :ON%'N# 6X9\C M2&6*.+@X)"@KG3/<(^ %S)A:WMY3D&RS#X!(S=_JQVLBJB5T7U=)FHG#X-7G
MNWQ7)%.MGU4"PTMGTQ]N+",P1%CIS2B^WX2?Y24Q?@@G6@+C'0C[< M)U%P=WA#R7NAG@NA$,VPE[F0T"3J#>%,=X0W[3!NQ7 (IQBN&U/D>D.*NJ=P MM\\>MM_3DX^
5S=&89:WL8SJNDBK\Y&RL.^YFV08>F2J@M-(47)K:N@/2HAI M"K*>8$?DJQP//7XX()6-A[I6 R5LC=V@Q07^T]?\NN;FEBSGN?ML&!LVIZC- M%7UB*M+0XSSW_QA^YJD2.%>4J-
$,0Y_TW$-, ME(C59D_;/PS$B;*B/CO'Y440A 4 =_$V08=26EF=E8MS5G)+,-=2;$=XK>MS M-O[8;X9Z!=["#$3AOV#P-RR_D?$(D(49.!5[+%U 8NRQ[FQ]R-MU
M]I7GOF$[\OS_A/4_B!\E01\/SDB+1=E.@LM517>@#89:J_AGBQ"G=9:Q#EHJ86'WG!HD%QN$!_3JD\)Z;R 'VJFVY,2P$1TUXJH96LW5V.\S!Y@@,1CST7"9YP6?D-8?H5&C('V_(W
MU]@ZHHRZ'WQ" #C?H,OW9\P5%Z-D:CD1 MU5P'-'])DN CC"(,]T.VA^@^B7=1^ X#:E&N-1HG(YRKS?>(MN.FZH]S('ZY MVI1:N')[M+7M5ZK[7'GW91
MJS)CC:I=5%0MBTS)CPB*(SGE\TR'% !GUU^TIGQ%Q" #G[Z>07U?>8M27^ M8,.[XG"5BX@N H.7Y&7?2XUB[7C80I,RUXLM<3X'O^1%!>/T-D$G,>*>(48P
MX33]%88Q4#V]W8T](O@"/LE?-TR"4YIGC>GU=W?/+X;(&6RO0^9I'_VPD;NX ME)XAE6-/P285#!P0SUK2&B*N(6;V"+,"\%ELM2'/=Z'@ *ZUA/&TN--WX[L1 M[^ 33/.(A/K<8A4-
<[<^X3%?FP'+6#LRRKPZ/*M@#+P3$LVP5TM1&+O%@40R MR4E^1LLS#4[L6.#.X8> MET-%!OCOF&:L)B*X)B.7$:%@-A92@9)=RFD$K'&ZQVC(81]H'/4\ N%<66& F=5S
MI[P<8VIF6<^KTBFI&CQ3KN?5YY1@/\\2/ :&_MLQ#.F9B,? R%\(%$G:.DTB]%_--,32UUP MLX^3*-D=J>E3T/O:FKI^B?&6\A\NTJ%'8BC&K77G/>=*D00#I-96NR9=\
<@3C(D*&$V+LMF4.QHH29\L'RWA M=;ZX$!O+SQ*.74;:@)"7,RP.BO>Q?YT]#Y,YXPXJJ27S18_P6LIU',]#C S0 MC51MFB^*AM(.5__R/#!+%U4#E3O/@[%&("B-
1KN^NX&*,)/T+KX""!W#>/65>(X]YW.Y MH^J9%Q(#9[#U<[A-$ QW\56.$(PW1QH<5MAJOF"&JG ?%1;PUE&TH$[GC3H M6GSZN'DK:^;X-!A0DOH)Y!+!U1,,L-
R79E#@O3M223.A5L>&%N IK$)UW&:+ M"!<3Y27WPV4T^)C3.@'LRE>=J0!Z"K3:G9^R*H:KZ64NY4 MU#IZ%15Y]9.1A1X!QA!>*:.< GV^%_=7Z. PC+EL?
%UG$\ES6Y3ENUNJ.=JH[.B;'7L-7-[M? MD8W=T6ZRS,9MO:P_]FB+R8O-#8E$4=9(:]LF:LP+1 >R**OZ,WLZVSY!645+I!^A*$*0.=:=K8M#_M\#BC_=Z^V9"Q0:G[6!(+LUNP"2/\\ IA8
ZUMO$G^)Y$[UBP;&]+& 8CGF/O MR8 9EHT?ML6NA! PASI"/ +6PQCHR*:U*=[^E26R644!U=YN/M]"5$B=((,_M*A'8>:T#S_X%#_\K<^=PGBYM2#L!3PAC_)CAJHYR[A!*
*@)BVKK&0 M=*H<=Q1?WONKFMQQ$+TG3]G.;Y.CO.4#X MT;IYQ1L'+,C.7=*)ZU(=R55R.(2T"OLMA/6^-=@";P6GP/P>YYCLJF,Z'VBU
M]2R+:&FUZX<\2S,0DV+A%P<2?"44UP33K#>&O UC$&_@59**:O'P1CO27;#8 M%F$;9&,<&(13O'732(Q\[;1VAD'-:1.TW :O 7[;,.)"9 S[$@,3"WGC:F =%I^)78 M^^V"KSQ"073Z
7,83AX(_+"B8,#=>1 M[U3,HIZB0R;VM1*?2>9\,Z++>#$M';/8I>>9 @/IPON" M8@IPG^-X:4A4_9SLS/&\0>>:[PS7[>]XE\DRT*/I&/&\: MJ8,DJ??$]_Z16F9XCN?%]_:1&C@0NV\\"@-
_PO_YN8X%K^]Z>A$'5TE,,A\@ MA@VF8X2(\Y*4^+OHG4HK=4EEGNF$*OYWLD*^U>;8ABAR#]:F'2FW"*M0-YH(R#-/K^A,%+F
M.7Z(L&Q72'CBJ$7%R4X")XU(5IP\9^#LAW(^YZ\I_"W'%^7FG=QM20_9[1+ MVQ='P7/'^P^"?6(B>WG8-AX/ 2FQQR[KW;1_8I<@(BK \Q["[)Y\@Z1F 6^X M4P"($_;Y$^8 A'V2NB?
F+"(2(TSKQ((%T4% 4MSA3@$@/ W!A#D 89^D'E'R M!E%V?,14GV&^2L2H-ZX^H#K+E1=?" 1[K*^I2VNRGHDS %%4J!?B!L?=86O7 M"/^Z1N@($4NJ8#313:N?PX?7*-
R).CJSQYI.YB*/]!.^*X#8>L46,>Y8PWLB M9N4TB5_@)T@?8G@;OL/G\/.?$"7XMVO,A$#Z"-"O'X#-;(>MX=0M\ZC&FY?Y MTH\(OH$PN/E\@W$*TZI<8U&0,BL[*XHE0>4%K
'9K:UZ%S]@Z14OQP*]R?*5GP8%1?;[A^W^9I!F6,4":@LT^QZC,R!4F=[>\OY?),:)#N-=?=PG#$+01 M52.0MMQ\V'Y/BXZ USE\29[@UYJAWJ+D0.=$/)>V&6C:+D@QB;6+O7FF]X[[?
A-CL2 M2>&$(ZF8(9MBT=749!$=QM ,52B?,*[327,9PT?"/_PG&!Y>F ,1(4P4!8:,9J#T;C;8*P6$_B238,R5]]ND7G!@0/VWL0\ZKU M-@98M-!@3(4$EX1S%+#O#;AD?7&ER1_I1N4/C&
(P&%68;W^2TG M[.IA>PV..?GM-+ O3+H'+!T^#@8A?@DVR8'Y9G2'V&L!5VVD/K>TC$?&MYI& M4W&H4&6F=_G\VH%;=5%9:025TZEP\KC"@<[A9M5=<3R3T_A12I34"W-J1F*J
MAMEX@B-1.N782/(D_UHM(5\$%DCB>8$)&+&53,B3ADT4OMI")^C(TGF! 1AQE4 M>$(<"LTVI$%Z381(0Y8\QX8T:ED@E\P$!6N1(!WUK8^7?AR3TZA86V8OOB$1
M'P&#C&>2,"-/4:$>@5P7B>"&-;F, VGU&*WT4E5K3]-.Y#)VC'25'Q9?YC1: MG&UJYC(^7"O#-V%- UVU0SU4SE/$G/74:D39N8R>\9X>KK799708>VNT8QE=
MKFYG^@Z9CY5T&7OC73'NX^XR.HQ=,5G(J:?U$H??*%F,J\L(,7]))(84EY%A M[(KH1A5[6FIS^)71"UMV&3WCO3)3U:*=@%#T;H\T+MS3RJMGZ3WZ >8N8VF\
M6\.)G_"T&.UP#JL>R>\R:L:C$[YOW--ZO,-)12N!PF7LC*CQ<<-L/"U3?-9; MU,Q&\;0"\5GP=Q-=?*T\/)QEJ.39^%J+>#A6A%D]HZ##:4MC+Y5H%!2X:AK2
M2E+RJ%QU7:GZ.4LVO[Z2-A 8-T3I*)Y%@IS#@9@[\,?/>X"PQ/E6YLV,4L+Z M[#RRF\-;E!PA?(;H/22O/-[S90^N*"H?_H?M$]PDNSC\%PR*VTV+CO>HH)-S M9OI;
[%4_V^QAD$=8S3(#$JM(]JC?92^/]P.@0%*BMSW&E1IW:UUA,R!(2I@Q M.K0UBI8U/YUT6YWN<+V-M3^W=^ALIM#(E+D\UF,>P9$:1LA]JR]=')"(JV_@
M(*&7,;YJI#IM6/["7QZ^P^]8,"#2"R;V7[#*3W^5%W%3F6ZO'E8$TO1A2X4- M<37+_D"+9>F(@$1W="$N =D?.#T[XA1]K#]SA6.7[GM ML*^R7Q79C$A[!=
["#$3DKU4KK!'UC_ZW35R5%I-]K4\^(N)-/%SDV1[KSZ<] M_(<([&@' MO$>$N1K>!AW.O%-#UG'ER,J;1MQ;/40H78QC"JNC2CC'*4R"GT*)Z2;I*EB#/$35FX[SEYJ6.#9
M%7JTHAL>)%_8@6CZX787M0CZ<]>W%S5?\!(8L"$0MU13G+Q&T4THYP M/X5VZOSQ:SJ(3G,WBC_J,'QZ_B[$N'C.K(+=_0B',?< LR-@SG[!/'<.C(-?
MU>=O[L@[,Q!"X=UP&H.K6W0R\ZDA27SB"+4)/4A3W56)U.&YY\/7T*\YV4Z: M=BJA'<6V\60M4K 6*9@&=46YEE/X ZNM7 0]CB$"$]W81'+" A>5C0*0Z%<#4YGIKW5J3O1Q1GT<.
MA!/*)RZC4LV$HR!^*6##!\N,8L"Z282L<>CJS&XA=FFZ:T\:(DKCI><"L-E(4A56/K(Y/^#_UZ;'&X!(/%I:Q?:Y6=ZTLTG, MR<.-U! HGN2"78^UP\MC([%7T6:GN(X]4TF3F/,--CJ]*"%-
IM(]T MFN$ C.(E*%P5$%'JCS>0>BH$<1<*L];0+)?+2>J&U-@^U+5@I%V^=?.YB7+\ M#)-VDH36\ZQ44'I\^,A>0!0K-^(W.H;&L]F_?1= PSW[8T)4"-K5BG>VO-%K M!4\?XD_U98:G-
!\D-=3S7.#6EZK<^O+,37,07+4DP5<&,T+,$K((!B\)I;U] M$F$-,GT4E,S3F6YXYR\?R89O?9\RE"99I$PXG>, MLCK8I-4PAT,B@BGN
$(81/EC\5E6*]HRB)ASW0&MR"R]2],8JH28)R+4?$_)];P"T2:/\&M3VW_Q'QNO#NOBG+^H8Q*2LM@G MK)IL9FU_?:I*MB..BU350..Y T%50#^%9*I82CS'B<70UIE@<(EE#">T'+0<
MG=(+[E*A67?W,+I?!SQVB\DU^[A-";6PI1K!M:$(61ZSKUEU.TS*6@VS&N> M8T5;4+J<">#]+X^^*=!EU$S+3D:5FSR/DM)F2$I&7<^1,D0@%)F%74;'Q%=Q M_!SJ*TU(O7?>@'?
]ZJ/VA1DR(,PGT#6FE_ M8G$18P=$T?&ZQ%##@"S6QZ^@XAHK2ULE31&L46GP> G2!YY&)1U,8L[^I!G M:8:E ?S=ML-
DSZ2!'GV9=23=NQ1Z>R8L:G&Y1K[$,9^DO:#=M=S>&I#H!AKM MN-O7*HF%RS1I.TN;18 NXN!;$I.0 BPAX*5V=W$&\1LMB+8Z9SEO8R),"PKL MZ DS;ZS+;@'#!B:%A\H;*R>
<6<(S,Q=GE2I],:S9U)W\-I.[ZCC4%&4<=DJ M/8;GXBS!R5^[4)'R_0(^\4UP,;?YM+^;3W (8U B1FB)$<^Q7.2MO2V1I80_ MWCX(98.6["@U> BG6-3CWF&<4T-
GF))7#:+T#L$(Q(%$EY/-LW\V55\8&&-6 MPM/#>:.M;1]OI:A;(Z2F[BC#VO-C&$4 O7PD]W 7IH5]FZ\<"T;;1Z/ :-4> M8W^K.B=N/ZN5S="DQ5.9$QP#8C C=_%4M$[$M=/0/ G;SZDA
.R3T6V"8+B+ MKXAFCHY"48 YU.()8(T$B^ZE@%)6C;M[>A;"()MESQE5=>\]DZ]CYD!*$\2:,PB+B/;N% 2D/ M1@*V<[R'8VNPUL'IK6RW9,1%')#*:='_Y2A,@W
C]:3*9ED#!U\2K'%^_@," MWM:;(TQ[LJB)B/WUC '>>IN4+!S]^J=,.X++IF3E^H-BJ;1MPI1J\7/!R #B M:%L!/$<$1UD\F6]%FKO3H"MY!9E:??/8>^CQ!&910JLNT)YDG&K4"!<9&9B7
MGLDW/<&&O$*X"73X023*;E>I3T&.EWF5U>=9@,1XF/55T46#'U=DD#C)%R79 MAA_/PP)TY6FI$6DN^%"5IG7,4"[C9]KW9!;!-#IL@V/"\SQXQM]T30'NHRT M<2Y01\-Q&0&&
[XW44.IY[J_V#6J96CU/\%4&GF7G]3>4[KFP#&.J_@*3'0)O M^W#3B*1S,KRNW/,3?$M01@,;3UOKG5BO,Z3"5 =R&07[O#R6'ZHE+*JO9+]F M^66>XD-
(TW);HAPV\1R+#4OI+L1=-5ICS&XU15ECF_BW>HOXEQIK]64'$0/+ MXK'3;KG 5G,33.R*QUHCB(H\+S:_Y6%:/'CD1P3%@4OR>2/U49%W3K'MX/V6 MQ-_%'8R;
(YPZ>3X_XXTV?,K7X2[,0/33'DL!*8C8G7E%(^V=>EDHK'C(R(-5 M<7P>$? GF$8JW" (4JQ'7J0I[&V(/<;P'KXD2? 11J2KW4.VA^@^B7?W6+<- MZ-?='=Y B)HA ,V]*<_U-EQ!1V)D)

[YJ"&1.&Z#U"J:*!+)VY\V6V.,R!@8D M!VH+XP0U$G'+912)B41)CCQA@"^].8T!N;U 6;#K%8;W(L*#CP EH;S)'%KR MFM-
S%'B5S7A%R!1IS&AT)'!9:^>Z)XGK0Y#Z"UI0F1".NR^VFJ)U-1_' 9 M52-0#T?%<-GO,C7!<%FRRT@:BU34-4&/O!;#HOG_' Z-@@*!H54GAW[I.4 ME$6XAF\(;DH';QQ<' AV_[6Z-
E;7QNK:<,&UP6TP&-*Z+Q@[:=%#XBT"&X$) M4SS!=AF'HOA/G"&PR7X*L_U5GF:81Z&B.! F9*OT\++S$'WD)56@W(=O$#" MX C;J-X&#H9(^W5N8PB^JQ73$'H".$,-
EZ^,MD3N(*]K&8"9/B=1('YL MF4ZFH6L9M^ESOPI3 :W>=1<7FRUO(9&W*D(I\Y@XG@ C*Z^V^-46O]KBG3 M#3[03FU&;)ZU:;(PX9_$E=7FN-
H<5YOC:G,'INQLT]PM\:>K'J@"MAK@J=C M"9X"0J@L7*\I=2SHWYWN FO(RG"P4[CY_2YY_\.F*'I30%W^4@-<_N'G[\]= M1;7^P-
_$UU4#]4H#75/5UE2UD;4OSA/EI(OAVEFLVWB.TPS^D3A;[G"?'N' M$?@O?D,SC8G6A+:O>9:#Z#:7].CK#?.!=:@?6/.2]#%B*;@Z[G)(Z!_5;3J MIYV$BN\QP(]?!@/\- 8D=H'\D"91&.
!P26(0+R!SWL(F=>JL5GFB3).+&T> M&=[BGT[GE1(3$UGJW_%^#NP#:[L!^Y;6JQPA*LO7M/0!P]T^H^Q6RK@GAXO-;CDF(!=LCOLD0 U;T#/X11$2;\03"^Q"\AE'1]#D.U.!MS/$1
M3@E(OM%HYV;U8;L"Z1Z?+?F'G.D[B*C/*[L""!VQ8.4MP0I@OMA0"3I]!$>B MC?IYIFQ>DV"E/3L^8LY/O 'D1-_(2_$-9DW1U6GPU-@,Z6"4Q R>ZCIX0W@J M;=>4%=
[H."B*J>]@O&GR6(_@9H%X"L.\)Y4&JL%'TD2^A02[!>'B,#1.I2QNP5Y3!H$GKQEU.58TKZ17T_M/J.B;X;/B6J B0ECVX MBS,0[XBB6PQO,N(_.@Z@&F^JBS0_@I#$5X,W$E#0X,_>
"QA4=>E('\BX\9X MG\Y534ABF5M/;+E[5UT'F7]7JX(ES20'IT%1NY5/))PCAL$-0#%^5 D'S@]D MGS# 9!QNPLP;@(<(3*Q1_H'+E),ZKR9#0'(=0JF 5.EG3W #L4:*'T_,7KLL
MQW4HU;@L1^SU#5@^?VT#^$1@>-A^3PMQJ-EJPVGX%$6AFLG2:XIEH#<$]\33 M\=XH H6)^6%+'96>0"^]L$21B4E_HF\>G2F?9I^P5H;"#3&L@W3/X+!_]@(T MP8$](OB&I?
4RY;%2QMAF>#^ 51+8^SK8?WD!G*:83BPOZQ_44/+O^3%PUMKD-(S#U68RPF!O-$J%XV<&^@ MM4TSG;?,7;-&6MNVJLK<@4$ZS06 Y'MW8IOB.\D8:&W3BAY@)AQJ<^VQ1XZC
ME\TGV8,M\AZ1,Y?#A 13[!%8SU7+IJ7N,*L;YKI;N7OGS;!?8Y3O4F4"(Y]G M3XA@ND[98@1KJ.J^=Z.EL;-[&BM8.1N3R91R299._94'!ILI\0^41K0$F]
METR(9+,L\F@5]R2'62M,M098[9!D;O[TL<5T3+EKD;EUA8GVWDJ!6XW]2/(G M6!=WV7XSH=#+G.*:Y"(&13+)$6!Z'C %6+IS;!*8GH.+1W-:JU@#M^W68L+2 M&F*1)?,
<5AQ&S!ENT\XF]T?Q[&[2F>[(7#*)6##!*4FKYV%2%K2Z,YT$2WJ# M%"<[PA#$I\0>:U<2Z[N(^$)8;VP_:Z^3ES=YVEY=J:G4YJM:PWSEOCR'AH19
MUUDX8Y$?;"8"&K29=,)NR/S+),Y3?S*T#".#+E?LPB9 M)T0SQAH^&@/TU#^=\Q=UC\'KY&470)X&.Y&:76M=5:65,,ZQ^EGJH7CWEW"; M(-@XH)M/+ %A;A'& !UIG0[R!!.Y*
(DB6I$C@PB+%L*@T&9?"\?Y=;5W#&72 MWGY)Q+S R,+W4 RMD>()M(\HV899LSU=&[P1R<83#'';KK7+U5#@,%,KRNO6 MP[V!\PO"QUR0 SMB;4"A)D] %S1K;*42-
3'D"6A87VUT)WX'841LP"])PV55 MA@!=@C3E1N\Q]FE:_R9:'IRE^HAB'[@N$!EZJ]A)9 MAL+7/"M6>8(!A ?J_Q2+H\[C27BOJ0)>A1"<3"!)O*-!.-22>G=X R$Z^)1] MJ,3*OF &C0
!^B(XA'%(JD-F&.HN,W,];4T)6&%KP&%Y75.Y7$>7S'H>W/&^ MT7[,@5_MY:5B9K_B.&>\U9@!ML6'&S_'&XS[+PC]O:#S*L!]NF;T^N>/\YB MJP:^"8BY=\$$>\&)?
4FZ&Y_8&+%VC)B8?0X3D;M,57,5NY$"ND^&9))EP8=A M3Q (+?W1-@-.1(8"SMT2S;$8&,0W!S#A$$QPA!5HJKH*;$%O1<-N:74%MN]] M5IYK[XV5*:KL=U?N5*;E M#
<>_%;+1(SD_O/\6S_#Z6\E,H)?\L(8T2M1-D8\H(D\;1FY]?.TN3-^BF_^RV8D>H)T?QLE'TZ$GI)<(+P??&G?0XR0R^/W ME,3(GBRW%_ATWKGE<#T4DC@ WX8QB#"@\(G(\@".EYI?
D8O-;'B+(K7W#0HBC8B+)OVJ74FHG9V&PVG]HC'R$*$Q(M<#DB*"?(RCRU+L>7W4F1RMO\L/V&KYF M=VF:D[9UQ*CJ5W32.S3Z%_='3BZ?(>XIAD%;9>$0AGO%&:C<=VSV9?
$6"MBA5 MNN&>DVWV 1#T!P'.,AKF$7C2-.<\1L/7M"L6]#W&B(["?S5TEC^Y3FC#V WU M/);7[&%+ DA(! 4>3L,)'V*\ZO,>7[AGF&51I:77]$KUO.]QV&!)SB/*V1O) M/"I/
IW/NY%5Z,L&+\%.R?E/UZG*C*:!6=,3?,L1IJ(44D]LKU6=KY@8:CT1 M]J3T%1F*]Z)^AVKAF(6&/WN*AJ$T,2<<:&A'E6;$ O^_/ 5?0@)4/B%08[%# MR E<[R!S!OA]&PP+
:ZW7CG7*MDI/\=);M5LU.(*%K2D= S]-8FB(TY5_&WR M*,>_%4'1+"3-B5?P;)9?09:CD!HJKS!B(%7U2G:2<=B)IW2D[IM\#U/\#5C>
MO$[RUVR;1U6]W1,*_NHG"E2NTA55TNYBFA)R$;P32ULE9!3UAF% J.=E'Z+@ M$1 C9/$I):TT)5$(E4UVWMX@JOQ? NJR/Q".V_'_>&J2'L!)2BZ"1]+"KL=3 M2PT01:F$F_B*)@F1*
(2MIXRD[1\\-2^JR&H=9O*25/E8-%BG?GX:M.&\P>P\ M#E)VFB!*;)6G1CRH;'>RZRGNYZ&B"?/#]O10=1S*\]1DN+K\?0+B1I%_)A[F M>"_Z-N1^QX/:(>-
KF,%@9%3EZUMN*>>]?::Q4-:0K[1?9BWY&CTS?TGZZ.$6 M.Z]Q,G,+,9^+E,T":TRXWBW[#!F4B84AA99K;'GZ"AN]2J=.-35:YFEEY! 1 M#;YY>(W"72<"](].]H/6A[V?2*VZP)IC,^
D!*8IM9-@+6#S)&3Q_KP#DLQS M[=P$JHW:N;$6L'=N&OD)[-47\!JZ^CI@WP8/:@GW(0U9+N0F\$\ !Q-M2E.M\R]F5H:08;%FN/%\JF16R!]3A57LU8Y1C.YG0JDXV6:/:5&P
M/A,F\1SKMXL1,<%$ZT!)XG75% GF7&N@2:-OF4#)9KES4@,.R E N*&P7-F! M-=HPUQ;&J/:9L6BXZ?=$'#[*>"B$$]QI6:Q4CU0V:ZS'>WB0IN#E'KRH,UJ. M5BRFDL:CLZ)--
@"+GEP\J<8IEH3\9!]LC6PJKV:Z)RX1^91<08[<>D&A2U* M+]Z0524VLW-5!LE]=26#T^L+]K]X*T7X<8[E\IKW^Q\+(/28\ MPBGN* &]\#LU1: [S69U>H4P.B902E,=
JP5$J<(47..0Z"HQ;4IPJBTF$/ M"Z+6%"'FK^ 0F+U -,U+6,TS_ (;C!7KO]#F%G?H("6A86?0;+W*Z(?+$=+K1+G1V+T?3Z$?/^9@^#O.D[ZPRXAAD((R?JKG+#2;Y!7CEZ
M]GBJ>'I3ME$7;,Q'\@/9(0Q4'/;R*J2Z.0:3*;-2M/0U5?X4]P IR50/E&*2 M/87(&/&QE2=3RSO/KV\ BK%:2,*]"A?LB5%C)23!*F,4EBKDM_Q HHH21+M2
MX06Q2HE_*R(,K^IM/VQI]S,:DA3E&(.G_DC5=SC$Z]5;NI7],*VS^C^1)I1F(26@# M"VK.$KVY)=H\0N.>829A\0QN5D]DF>8KGNY0-_0H7\G/Z7_$R0'$,:$Z%[P[[_[MS1_3;,PHY';-
&GX M?W]'T!_^3\F)Z,]O-.O[I5@J1V7 7!Q&5!_ZW]]E*,=+ ;P2\:67O_^!#R2) M9,*/6Q%20?KH(GP0>;PI'N9O2?8/F%T$F)M@62:)PLWQ!3^OEQ'-12I@/V>% M+DJRZJ.1L;
(%42I$"U4HZUPJ#!-^^0^%*HUUZFN0P0I^I:$%H,5F25-3V_ - MSSXH"7[P_"8FL*B(!:""\8Z.C7+R*XA(C"R>"5^K] XVC@RD:A3(,K"0,UC# MDGX@1EL=&YD^;+VL981YE4%=
M10YQUOCDA6I,73YK9BUG.:Z)%),"4296VA1/1 M""=EDJ_0JSMPAL8!L2Q@=. L H((-O:"/7A2-*Z<]S]CI_R0'"3!66RE8% M8>_/_ERT)\Q[?_B/RS__<('0UR0(MR%F(Q'8G=XP[N=-
&%^3)()@; *5R[>B M;.3RO1$-\>?8^C&[+S#&)'AW>$/).QU\$47)1U,9025H+JK!3R>E_#=(/"MW+U MIBPF'-D\=&*XP)??MIZ8' YA=LHGIT;^'8S)8T1(F]KP:ZZF,G9R&.7J WK8
M;B%JL^0.PQ:.<9(RJX*8#]N7/3&+@BM('A*:E]@&3F6DDR!6C/24UL>MX]46 M-.7CG1$RY0:)7HYT99UJ6/DZ%@J=*4X>?+-8(W7Z/&R_I[!(+6[#JC+221!/ MX5W@F)[4^*((<06;
<$B3@D/\P0XS+\MO20?_S9(@I4[/'^#/A?P>D^SWFK.D M3%8D&^4,O'+YSV!$;DG7YA9T!HU2LFGFU772Z6X^RQK7[1HF&&80[T+"OBD[
M:U1L^5M2E+=OQ,$1R^;I/IU$MJF_U9_SD%$:D2!@[58\4 G^1Q#E#2_;\!6< MP9/\^I_B8.[;-KP.,[_.Z?7]BC_,B_!%XA2B85 M"+Z'*>C84I@?.2G6GN)WA7;NGFE!>YIS5H;_
^\A1/\$^#$%WS>&&_Z(YTY>2F;K;3J'Y,, MIC>8OV01#%Z29LY;5;BAJX@K37%0,2^4494^!+SV!DVE]IQUG"$3.8,PTQ>B M$[)XUEH>
(8_MZ7G.$(09WUVL.\O)5U0LF^K*LGZ*L@)/T4M1G%#J42K'#9#S M@NQ_]OASM,E?J;0XUD&36,<01%@.($%F]4%=X>N\@_75%X_RYU +[G_S29I&
M8N;U$+>LFT628ONED(WU!_:JV"F&I8B'Q1PZCPBU%J&OL+K%_?L]:*HKT0%2 MQ%PB$ <=QW_S3TZRZ$J>^PI^2= IB+_ M+04G?
42$T9"_;GI/JWBL/URH(L:7CZ03OM#_P,G#NXJ2E'+"?T!0;[[]Q^[& M=^3/]V&:V;YLK2+#'/.(>(PSE*:@_9 5"3W=PUV8%MFA;9H3C7"3^)(4:V"$ M)Q!A\QFB]W #TV>LC;6\9
UO6,N[=4JXK417,ZLY0Q/G>#"++KVT,"9%RQ-\ MAW%.PTXJ5T\)L(IG4FLU?_"GT8ODE&FD.L$9+,@YRW6X(P[EG_8)%C4 E3^4 M@HOUYSG)A2Z"
("3.'/@)2#SL+=;TG\/TN1Q#?"R*589?_T QV[:F>X\)\$G M%Y?:M?#])9<>RZ)/D.R+Z$-8W,;4C)?8- -KM:8X 7174,!7 M\$FL7C2TNI,9I##2R5.KWF#,==DZ6.,#)P'H!F%VG'L/KQG>
(V$=-Y\;:J_" M/+8=L--H1L*.ZSQK27\X."OWIX)Y8.J0TG1_N/5MN,V.1%0YN6Z8LHUTF),7 MJ7QC.U5(4NUZ)N>OX\R5D5,$[6>7AD6LJ;R$9H4AK4D>H0,_@ EY\GI%"OI
M2>)A3EZ0[W%0$3263,O&&T]D6=)$ ZNS9>$Q2+*_-T7&7'*%%1GB(FH'TY^] M4!=!Q#^(-VM;8"JTUJ*V*42T"B:FG(L/@(*G-&>5ZY"-=9(2!G9E*W65#J,< MO(H_[V8=9==
[_F]^RT'TDCP6] MV)!0XR='?P&49G$ M.=OMT_C4&0)09SD&^G3RHD8'+^@,&A6RBBHO.@GN(#5_V!T@ZW!BU?'.X$ A M89##0 OAC
AL+_M>LF[#Y#5DLC/HD6%8Q)QJJ&,OZG[MQ.XKXDS<_378QN 9*S%8H^M8KQF?./D8WH;$\79?U!%MIXLV.DGV0^'TY_DC ML@NTLU19C_-
#!@I>$(A30#UN/R917M%05K+'8RBA9)!_AQI5=^'7?7'Z5MWE6!^&!]3?!9!OLGH MAHG]JQ%#S_G+@TF%.DN]7D.%]?_P]#^.X*ZOV/W$2A%9-H2H9MUU; MJ-_;\J)<_F1[.&\1YV0\?
HPR[6G/#<"5QSC+YOMSL>D9U]EI!+(GF.$;'%QD M97-*@H9'A$'OYH4/F\MPJM!/K!LF!)I,RQRE,-!A(U11*A#_\515J,WR^)\[MR?@XD9!^A$">@ANQ"!2T2XNUP5$8Z"2 3?_J("'QC
4L.V^+SG#I9@\/X/_] M_P%02P,$% @ 3X$(657#NNY@4P DU4" \ !C87)G+65X,3!?,2YH M=&WM?7MSVT:6[]^SGP(W.]F1]J]B!&[Y>S4Z782N+=Q'99RN;,;-U2@4!3[!!@$
M&#Q$[3W>=]?N?[83&*__YOWO=#%43PK_=] MH8M8_?W_V[M;/=VOO^.?X4'OI,GON^GT=3+BVFL_O.;49!=Z^34"\HB_3]Z M-$ZS(DB*5^,@BG1R?>H=CS^_^H:&C?2-
^9)\NE6DX]/MWH%.7HUTLC54^GI8 MG.[K_WT\U:N_X4C]-,L4MD6_7&^7YLAABD28&/J-.=[7'QBJ?! [ZBSP;! M2,?3TTL]4KGW3DV\C^DH2,R#_;0HTA$\6ZC/Q580Z^OD-
,/7XTOP^^8]81JG MV>F_;]-_KR9#7:BM?!R$ZG2?#^-(QXS4F&:!85.D],R@17$ M.E&OG%GOP*QOG2C,'-PA+]__]T8_@_T M)3J/ZUNS%:L!$+6WLWWT[:MGH!H.CT33HVLOS\+__
9^.-C=/SDYV#ZXVN[] M,;[^Q@OBHO/O,E%>YN[A 9P5.03[NW1N_N/?=PZW7^'Z:BM[QF6X>S][MY^V MA695=O/NN;C]WLE=;UR%!;[LN7S,97[:ZO\9A,,@FWH_!W&<3E0<+X
0\CNQ MM-/#O=[)X=ZWRT&=_SV+HDSE^?];4^4A5/E*6=Z7O;C>G6]M.\[N]4(S+OV>SO'!TO"NMYZPJE M@X'*O&E:>L50>>,TUZ@)PY^]G\&
(P'_?)E&9%_"MBP+49'4]]8+">QUD/Y59 MF?OP<=CS-O[CWS_O;N^$K\S?^??HE9=F-+#]/!V-@V1J/M[TO4RA*0(&!,YF MI'SO F;YSR!6,/8'X+0Z@ME[01)YKX=:#;SW8X7:.CS_?
C#0H>NKS.(9G8$!X ML*B6WO/^@:/7WY^7_3]46"!M9Q(C5X4W@#T8-@=LW"'*T"X&R>0XF0J%&6['. MBRT5TRSID,+.?--]T[8/S270">[GZ6'O>'?'O7S;==[S!QPYV$%S>D\'L0)#
MLPBRXLXKM]/;W=[_UKD%A[W#PZ.YW4'7?G1Y1^].5M%Y+5VB;+^*= Z;.SW5 M"5JA6[CJ6\>\C4SV=3N]O?V3O:/MHY.3[>V3_8/MPV]A\3MV>QU[7[ZPO?UM M8RJOOO%T])_??
+ZZ,BSBZNI*#M=5D5[9,XV?I(/YTO:Q#.^#3+7GF:6^/-.] MJ"Z@2R.\[&!UX#]X+YW;&*D\S'2_=;U]9AXU3@4#]!6-\)FGVR8Q-DZOQ[)-7P(R0 M1:7$?8$[A666P72 ,\5I""^(4#[L @M-
@MC[$&2??/AYU,]T= W,\M MW=G?Z7F_*^1E1)PA? 59++T6V BPHQ&].RH+K9AC@2P8 X%T7\>:_EA,QSH, MD"4"3TI#3>\F]DV4,@?5IV^G,%IFA\MS8 ,L
.%9'TD=U/DR[&D"7\"O"N_L MJ[RH!(>9!5'1"ZXSI?#!2-V 3.!GD%U[_3*ZY/#;#4*MZ# F(=4 MF6]N7B.K#Q+>#1K)H8(\-2@S7)!YRMFFO^6P&C@O,#1,[DV9D6BE,U9F>37F
M;)%7HQZ]U+P?9) C4,!X3JY5SSN+\]1G"0D/B.BBF0Y2-*Q%LXAU:!8QSM)0 M127,L3%YDG7P.](?)1U(&"$4C'NC46>)>$6--52R"KUKE8_MT3+KJ'>TMU-Q
M0>+$]Y50)&2V\'WY:1\4+6*@76)K>47446]W]^!P9W?[\&3[X/AD_[I$%@V MW4*$;_Z^^T@)@RJ12O) I$Q?)0IX:GZU'$+EM3,[[S^"T?B5]X/,<-8A[#0_MX(=
[H[JN'W.4].&D'N]L')_M[NR>' M.]M[W]Y#Z[SU9F\$FX^YVL&5.7DC?36"KP_C*6B.8*Q-\51>[1Q='6T?+^8\ M_H//WDAOR<0\GAB>R[_N'/DP,5"C49=(2MC$?[&:\]?]W0,?
IM7;WJ[K6S\ MVP=+%D=P;%VC58T#'='+S+O2A*3@SL$C%56PZ@O4A>1\Y25PA_ HU5RPE]14(GRO4(",%"W@*H09&_@P%F@^-\#SO"'PBJT_\2054\OR1)?,C%[,KR=]'$]'
M4H[Z[&,8HBI7F^-(J8(?4BJR6I51/N>N'@QV$4+XZF6Y9F)T26H)L9&KK+6AW=&_!6] MBF@GW2CO0QPDZ&/+TO)ZZ,%40[+OR$!HC*N"#.VXZL8A_^ZG"0Q;CO&!O^Y9
M=NV#60U6&1QQL$L"&L"R#Y=Q]+P?Q84I=JXW@.%AAE-XFT\?!*.T3 K+.EHS MHJR">ZRR$@\9)B0@KR(O;3FVGD.RXB/X#*SGH2(N!V^Y!CL0F
TOEFT\3BQ2Z_W02L*,!O@CO&@61W80\A5D[_*INF\ELT"3T;H),JX+X,1O, M.7+ ,"Z19C[PG<)+TL*+]4@S%S-6I6/BH,),G$>"N*V#.B0:ZIPN@R"*%298P^?(T%
XNR%&/S^W@OY;+]$!A\^BL&' M,Q@\',*KX"I-@-7#(I:(P>/M"(!-R(VZ0%_(^\3[@:X$:M-[P'U=G?GNLSN& ML[Z5I)$R[_ZF1D,BA0TMS_;&>T9E Q.3&"NH
G#Y<@QKR!MW=MDC&K>NVI?(+2%3U*Z8J^$*NZ:5I)+ 6#O9@%(V8E\ROC M7ZMB:A(@MN/B5>&1XU3"GC**[SG(D6 M=H<'O3P8*>,!0(MP,,"7TYTGI1.G
?]BA@[RL@PFG!2R@)QL7A]LIPDR Y\9 M%ME8Z-H;Z-"0"ASB,G>)0;,J&.='9^ Y@$?!GF%Z("ZF"[2")LHA6,6L1 MX5V+J+LXZW,G*6H7@-'Z, 2=D?P(33)5IQW^F*#AG$1!5B-
$Q,/344D' WO< M>MY9Q'D88&#KA+P0])5,7<,0)I)^Q[5RW#CHZXW$BL]!IJ);!RAQXR97/9_P M..P=[1T_E^R@MRUQ!'LIDJSV'AD"9[Z.*2;3ILS1R54Z2G2_S)315O
M\8>Z%'K/4W4\G;7X.;H]%YF=]119>H^EU6."^!?'$F&NP YME]V2-[?A<<1L MGDQ31"@OTO 3?!GEC$V[_7CQ6V7DB%BJ)^M(C&F+G;@W,!YRLRKOC-*Q\#MC MU/TEJ@0:/#%
[RY];1/@A1=8*_/H-N5_2C.T"G!SIUT6AU"8&VL0O&WA_PUWY M&9[V?L*%_HW3 '@Z, ZNI!+9^,=\&+03A:H9O$9FZ9W1Z])$R$,RP;P5.']< M*@[D^L<-YY-#0>^,GOX??-
K)DKNT3QV_JL_="EI#SCP<@H5B- 4X4_LLV/U* M2+'8WSVP5B0MV R0N@:D8[J9A^V+;"" I!FNM!)V#+>(69S-[?7O:(;#_IB-3G?O<1V35' M!#9G9[=WL/TM[H/W9PD[3#HE"-
U$SL9_!: !P6G8H13/?=@>U%I1E^,0D"%. M._$;] ;01H)X)HWNNTM17<5OY]7C9\3[C!J)9),(%69)DE9HSCFF>:);0WU6 M84D\E--*X>T*=2=6,^]Z'8WN!*#81.AD>);\=&TJ@P-
S^V.3BD2*6\Y<$;?V M?K3)%*;NLWU2#_ISHJ0EAG.&R&5#::.B7E-8J KIP?;2AK(S@D)Z>8I6"T^L M4I?-4W"@Z$#;W%9[SFST#C01;:G4F()C85QFN,C8Q Z="WJ=1UPGCOOE&SK
MNR"/@C^]"_K;KT'V2=D=EW69TQB1"RI+2XJ/1>DDL9: PBL-]L,0@Y)TP5]& M93[>?REWRUIE[E*9]Q^I,H_2"&UWF^-8RR*%VPZ*G'S.;,9HI"MSL1C&+HT-M7;6-U 'RG]..@-8@[
_9/"8$L#.;T@B M"Z#/A58*_$GGOG455"Y;B>M34H,A"QG:Y VJ>+B/.A"6YG+IQ 5' W,0L/C= M/2_H@]W],CSD9.?P>7@(Z =[1VL>.(ILF@RH M'E)3\E#EG\
(3_E.:1BCL%VE/N]DZ8UY/]TI /47'""U$)ZB=C20V1$XY7 ^H M%6IJK&_@*]5*,0L(=2VQ!Y#_%!FZ6G.%_,?- 0U=BDGIR1ASEU"-=CQ\Q$L0 M
@+_Q0&OA9IL)Y"J%VOKM+95/>@H2%0M_0ETS22BC*B\1.:$RJR=4-Y=*(/E M2#,(9=R7]>,Q\R2<61W;.@?>O3ESW X!T&1,!B6['L!6"(HB0+V8=2^GH/3R
M#L4;1F;]4C*S*E<\.TPIV)H.. ['4D#V$X1 F34+G/P:YR>!,=L;SA(!]F.= M/K)<5?B[;L;#LN5RS U889TA_5ER#Q ^UK>!)E@,- QIGF\2/X"V-,G1\^U M&[N')VM=^"Y=^'
5=>&/M9@]JQ^_!QDZCT!/6*0]_,-4<$#8@V:0/WS)>))I M5TE0J.D%$E42 !'ZUA]IGY4J6!5H8R7KR5+K]_5H/%0>AAHQVE\PV%N? PE M2S@D;SXH03'H6;$-#
[%N)ED="#1PHUFO(A]Q@/D,R1;I6(64QN,?"2#1$7X,L\XU.0HJ79U>:51F#.07 M$Z42FP9!A)R]1 /60)[EUG3;&\$DD=I]MDUH^2Y-T $,ZG1ZPQDFP2=%DZR2 M9C#MSC%BHJ
(\&^P9)6!-6 5[D_;7P/^'989&FB0[NU$RI8,[D;3G+B+0NM M!W?L89QDZ/Q.$%1TF&;Z7TSV^XR(1T_0>G 294[+10]2#(>K.@ U \[=VZB%
M;$"U%6#A&_S@T!*KZ!:3L'E9X8,Q(IBA(TYI?C '^[V]D^/9]Q4H?((7X,FW]@5C M6H^YN$?'QWN')_M[VX>[VT=8D/R"Z 8W(('=&!2A'1"E,(L+-:HKO9 C^#_. MQ*QTI(G9"G-
QS/V64,7F!98;[MUPN%\JE8= M8HZ,5:#RLF\S[0>B!9-.;&09SVN#%-2"H]0X%S/FID>$G=K<658("O8!TNSK M"HBMQ<#<%LH=;5<^L"XFWDNI(4T\]&/&K,!@GL]'0R)9KV
(@+A=GUO ^$ MI A*N1'/%-H&Y0Q3X;*.^E-JH+,K21/C M$P[<]DJ*"J[R*V!X\>* @^S$VF!\.#%RE[Q+DZTW;-]BZ.N.0-T"^/7ZM,ZS M>"QCAJRQ1N4*9?U5S@'&J\,%
(EQ5)9PKT<"U1%DR2*PVB+R$XL6+1QI[)O+23$U026Q>'"4EN5!U]Q2CL6*QK MK)QUTZ^P#LN6 [<<7 \=^WG!G;=G X7YS_%A\ M9X:\N0)&Y51H7_6GKL!=#I?
4!YXJ&E&7U52;\#[&5_TZ$"_#\BQPT 85RF*]!PR 2G2D!A5F/&7N;#9H M809R:%(;SHS05W$ZV?2YNE)7E2=<-S4U>5R(<80813F!8*]+A!>5(%"64)H M&HBU+T9#K>*6PUB5%
[_Y;;^)'+BA-\53 0R$PD(@&*E: MLYY2A5_[J-CD)\AH,N0Y)8W@HFL0TO68"?E23.BG ODF:KZB,3:TWF2 MW<>B&YRGSL 62DWZJV2KP76_"+;;DLU1]IQS/ZK/
)\>S[2FOF&ZEQP#L(="%(KAB&8S%J%E:BB45W,(,V.+.S!26,VAKEF)%,F42B9YO(F86\<;!N$T33"B+R&8Q& D_E-$U M)4?06]-0DH_)5TRI(GNG!P?<"W7B"%2JVYB[W_XZ-
8N=,IF4;,QHC#VABJ(ML9(="Y!%H1247AK+_@T-!!+JGH%@-Y2SPAV_9#ZTR3E(>U#T+0!P*[[00P?!W"C&F)@+"(=8QD;.QUQ7LD2%.5;32_C8U M@MMXS3,-P0BHAZ(%5$G =I
EF=?0MKVRQH$#VZ3KZ,2VA#JW"90AT" MZ)!P M J3[1S:.OHRSX,@9WX8O+54D4[7AMC?KP%(M-A!+X:?LY1O M#/^-5<5X:@[B0-9,]5=BD@D@%N(3DS^QILLR<2[*?]ZCJ0.&
<%%[-8,=-Q#" M@L\VLY0A_6QZ9PVSWP(UI3.*HS)U3>EX9G'1;6GMMWFR&ZA)N\=S=FXOA4I[M.;'*"=B:3J;AVSJW!_#8-Q<$)DTYN\%G=C#4VE?@^=6)6\B'?)*8)S"Y G[E M W!?
L"Y[0#,42X@Z<(,.%?W9VSBT!E98QQZ[EZ>CDWDPB^!;=KB]A1X).?,$ MN$'31@ACX%*Z^\|| =.,$#PEEWYA*,VB^B.^^$OJ9EZ3HL";J/?#@)N1V2N% MV=CF [P: Y5A@:!;%6==
<@[>Z$@%IA;2;.+^]LF9X2)OL1T8QL(_HBNF1-I' M2@3O85WPUNXW/.7(7G.1L=V< XYJH.,[:&'$E]N]@_A2C>#N]HA[S*\DJTXT M9?X:Z2QIXY0A@-GG01$.MX"+F\|I5>?&
(GDBBRBR5!0=V01\MPMVRN"N)H&G M>7QZWGE0,31O7&9Y&22%K96L'&(ZKT&](VA-H8L25:D*_,V,@^P6QL),>O(; M7"(:7PFR^B/Q-
'J]VSX4PU$)KR%!\!&L7&@L2SW&B%GZDHH(=M05AM+6+AFN1&OE#9'%2$! MPC\.L/[:F+2C]*T_P-#M0I%I*"(7$LQ3J7KOWMS1KYT?R9(6@L7(JB@B9OO M .
[GU*8X:$%U&9.#TH1"'YL7\S0(#52001N#6"@?IV2YY_U8\9E[>-O9TK!U M)RPX4&7B4AR'$JY^U3IV+ IFG3R7(87T6MOWD!@:'9*Z/?!X1G"\<[N"\R1& ML-/;VUF6EM<_-
KALK9_J;0$O%*EY51_":1.FO2CN@?,E+,U'DZ8C2M:0+6G(M!3&,J>2$ZZO""",[KTP$8QYA]=0I!:H"6^H#%PL67CJXO +&BIBJ?JMAJF^R M9+%QBZFY?
\5AIYF#TH"8[V/[H6%14H;6O+2;49^IJHW0R<,LS?,MF B<#00M MR"KMWN)/=?()(!I<$I+T3HL8N>J(6E45KKB^ZCDXPSH#]ZC'_5JEUW 6AV"%Q29>%11.&R+#%TP/KV:EU(8]
M,4PGPXHR.%85CS8.'&FT6A]CDXUG?R3QU0IQV#'7D>8(MH'YSD0IQ*Z\]6Y: M"0UW,S=W*I*#;*\LB&56HUWB8%LD((PHRX6%6JQ?S.;]KEYHE6Z=P27:V-O>
MM.GELP8S56P\@CEZ.,TP3:F7?9,$LVTD:14LK0",Q4+YL=1B& YQ>VX5;Z&I M(%W"IBF/"8D?:#37VT8=EU0DD'#N$N HPC@X4<(GL8/;"\;ILKL#*=9Q*],/P&V)-I52Z*,>O<4A-
1Y>/84G=)"9QB_]K3U:T@#)\'M MHZ-GCF130*^#>0M2_;7P;QU,&^I@GF@@^_N/$\LK]7'9^FJ:YSU,!:CU%^QMN[A,QM^'&K&-&2=Z"/K-H(P->!C7\;.& MQPZ::@E5
E]9<).'3$VXY8)?SZKCU+U<\-^HCZ_Z##M%5I?)K]..\VS;OQ,, M@$'0: XFH9 55YHK7+-A9V,,03T;8)4A*C/RL?.BVA*E5X@%N*OWG(JI,7[U>E@A@=3 ZVV>&$Y>_.JM MSGSL(10Z--
& G37B&&D24Z,_'DL8O57]+ 19%2X$GF ?,\ @&'O@UB(-T7^G MDO4E,OZYY0P\C 1+FS#P3]!DJ+U1G*:?\")02Q3)C/LC%:CQ$F,EUW!C&6:& M^MI:N'.#YL< -32P:?
_"24NJQ5ILTUN)BE4@,.8O#+[=J,=R0IACCE 3?#C> M/>Z)2\T75,VF,J8KA;]G(M_9 :.4+, AJ$2D)17$[+IFC1ZE);$<#!?XHWY MHGSE%]AE T3+U/^:-.'.
[=WN'>_/U7Q^^@;3")$"JX98T"GEXI!"-P?*>)[W M7?Z==Q&,O'\&8$#^!?Z;!YU6\188&LQE_0]G?35)>;#?.]Q=$DGY@^_G+_YZ?S7\W>7 MWMF[-][93Q_/Z;?UCL]WQVN\
[KAWL'.R)+SN+:O(8/=&Q.U(V.8%9H%0ES8# MZ(Z>R$I;%_.24ZSJS="[L!40[/DZ1>9INNZ\M0E,:.)KSIHK)6G6:.O/3F# M.X(AIA4P8?

_8=\NC\736+'RQ&)RH3(F)Q"I"%SKEP^HT,P[7 M8(&DFB$)5/ MJ,1I09AT:&?M-^?,'@F+Z^]SJ,U:]!AZR8+8;P65*.E7ZHE& 2>QU9([D8A2
M#]6VO1YI;3W*YCG\^DR>>:]Y\5HQ*L7H(<#TUY\#S*93[\+_MW;U[F@U+>93FY$RJ'Y6_()=91*,U-75OUBN7PV-7+>I$4#J9Q;NSWJ!GIJ3 M.E*G;?WX/AK@?
F]_OQYP/.KM']SN_JMEM!F6X+(3;1"_LFK^5A< M6+)L<\^ #&.AA*F@6E+22G;#X@F+7IP6T.]2+L N8ZPW;I42PQ/K37K)FD"2@F<.T96]M QW, MX"J8??X;
(NCD::BKUD_UQ/S)4%%J/M<0W++;[V(.Q:;=NK. 7!&^9*:HTI31'>A-G< M6(8+__2G53$1Q2 (@)N*H?/Y==V33.CG[:K2V+AG:GM]+Y'ZL!XL^R>'^\>' M.R='1'\?
[QR>/Z<&R\]QIS<^LA75K\POL8#UO5'5I*U1#JMWOG>S>AE1[9V>X MA]V #K#:N3"SAYSU@][.(9A62Q"83#BC*[CO?4K22:RB:VXG3KW1!W5]D-ML M9 &!]B
N61,>R#3C0(0@"W+KMAYO/&Z:ED=&?ZUTQ912P[G$K66=7&OLC($Y M)'E>J:E4!A=5?>((5HG@I70N[4TR^6H3^<<%Y674M]Y3]FW.?O5%5J6[>+L& MVD50]0@-JZ%
<.GQKIC^.3Z2!HD009OS];7+#B?]U-#"G'OT ^+K'A9F;57H. M-IOX3U3,9 \D*D_2YWQ&<,*HERJ7!IP4U3T,I7==U $NS&'6X>U!>JLO-NL M7[\VQ1@,JR2_W>)J
Y%_J[7P*K#A&9N0(54X:"# &4(A@?Q@0K$3^ <7W9-XU;,USK$ \>M_&!* M6*12>'CXD&EP?Z7.$T5;D:5C8E@/'KBOJ-A83+/6"V A/]ZVNUAS6Q()X2A2 M%;Q4Y"=P\0HM%
(;="Z[YUK2&_^FVX0E.2LG$;38>HP D!0(+L]U.8^-%:H[^ M\ZV[P/EGK0Z?6.P3(S@^8A\S6#[P%""PT'7C[:Q1QQE!QM$5RUMR"+[Y7X^9 MCRUAEPV=WHL/5-\'9?N3*AAY
Q;&KXM0)E70]^:LH/V]\=^S9AF"?@N;G.6, MV(>@J?1+GO]K'=-5!^NK/(0 M,!;=@7TU#&XT>H$K,-Z,,+F;2B=![G;JBL D056+N V2()X^B_W57%Z#;2)
MY41N?)BE<;8Z36!=;*1RVB]R;+D:\5+8^&L#?^X-:1;5-*!2$8/0VE<,CF3A M7^L]W2")SI755<_DTQM<9E@^125<:":-J)-1E&>J777;"TRC40M!E&^;J&V M3M1;9JHN$R2AM*IH
M9C)9'BVG?@,W@91Z6MAI^":^R2B'/>^M/ RF04'8SECC4XX(>CDH;N?GM[WE M5GPN)D:_A N?<+.RDY55@>G8ZC[NNV"\6V_MNHH MD#+O$ WI//L,)P:I#5<#*Z%MH
.'7;T$Y(ZP0.KP_RVW7%DPM$Y]-=;12(XU M:M7F<"87G=^ F]_V3BDO)%Q+'"=,RTQZ6S@-C/(P'=-XS>7,^Q SNT8/Y"T[M<.M)=/O_!$0L:L.7"1",=3>5&?V5T>E0',,XH/(DX?
31)O^SQGH,.UM@"*PC MUP9F-1ICDSI!\|_KWDPF-AW"UDY0\SA>5%XU'E 6=9]2..M6]=\(2A9]V)OF MX%I >TWO\IO2G8%_"GDS,>KZB>ZZXA_ MO4@'=FV!2<]+29-U@L@*)
(ALNOUE U1)IXU>4QA11L 'Q,8+P$P.A,>YO$UR M 4AF$WOPZ$+,U@8))",EA5V+-HV:Q"2UN_'W>A8$Y:@15V:$._*G3^ZJ=%2!?O)=[(^QR;SS(X@Z7T>*^
M[VZNK>]GM[[OM15K2_QKL,0-(K;]58Y]965,[VVLIUGKNVL#_HLVX*-5,^#A MX+=;+==J-J&-6YVD&YC9E(T*= MA>4(-9R0I.M-&E/0*4D;S5B=I-IF38390$I#GZ 4'>-[522IK@S
+>/\0%UT M88PW(D);N>H417'5/!=B[T8UXR+K'(EUCL0R4W4)\[YT[=0@_7M4)Q0)Z]]T8-L!_F)15/ M7DCQY!G7H A#F?F.-GFH'23TOEBQY_'<0&<.:CM:59(O1I8%MB1YYJ;*@38
M[W;,]5PW.HTMXP4ZO,+'T2PT*T0A0R4SV!&WJ$Z'.3!4;L"]$:D38JF=A^!T MA4IQ\ID6UP<\3TY<&9_W*%=!3.V/*H&FFR)2ZAKL6]B\@7,N'L6&$YH_-D2X M;T(KPP%QO^
M<5]44?65]9':/KPSUV:]X^Y]-0[/%_)2'?7V#_=>2("VD4X>+S_G#G:RVSL\ MV#G<.=XY/#PYWCLYV-][LFC=76GLDP_D@5DTW$E#U DP4$OB-5-CF(=*]:.M M@]-4/)H7%
;*%)5ZRW4>5ZOU-K!K@1$,)NBV:9SD6(R<@QP<(Y*C80YIO=[+ MX16S@WWWC5"CMRG :C%ZJ:[:8)?).$ Z 8\],_7DMH#]7O7K ?;1#NI]RSO(M;9*04/_ODX>]4?
X,.X!^+]!7X'6PG(V3[4T$M,S%MXB:3T5@_]YT[AD4(9\ ME-LA\^&L_>(.&('EW/ =%0Y1LV/%)-1(*>S_J>M^2_=709RK&UMN_CQA79'O MD'H?#QJ *D$>5E7C-8R(!YRC?
%ZG*)EVG:.NPV.F2EU$04+)0>N($Y.":6&] M:B:@HT#RP6%CNJ96NL (U4-8?YVY18VX+)T#&L.,:TDKY>6= M>"3B_G7RX>R)K!9I!3TW9(2;< VCD S$6;@) 34E_JU$O6[L!-
UC%BDN$##O MO)4(RW]NN,.XWQ$N!W[<$?/O,D0BT'$*96IQ'T .4\<34,/T 3 U"@ 8?\9\ MB-0@$(W1^2P>RT.R\?;9;-8Q]/!KRG< M?
J/1TQ1EP:"X\XXUZ0E31[P$<]]I7PA58+FH^1LGQ7"%5Z'CCG@675E&XT&F MWHR!F9B9+5"_6TOHBB#=4]S--K_ODG1Q;*%!*K9YW^TDEC[#?V*TAMVJO"JD
M(%S)'LL(O2O$;,F_XDN39]@7>!'J%C&E8(%AJ%CJ@FD,JG]$5>_)M.68O3U^ MVH[&K0-BZX#84E-UR0-B![V3HQ>R_@_FZ#V?N_6_C\W,3XX/]P_WCW:.]W9V MGFS\[ZVT\?\N]=Z.&
O)>U,#L_N-_9V_2MGM7=@[+^@;J,2EEJF#I.S(RA74 ML7JZFM1HWV$-9&W@P0V!&<2GJ*4[9V_06TH&\^(%'8$[1PK/,C)
M7:'34C)E*3SG5_CH57X>H:55;2%Y!B;J(#F>XJ5FGW$%M).U0!-OG=6]@HFS M]ZC/X&Z)J*8&#KI=?C^M(1'5 B=&-R/ KKZ*4X2-NVYD.C'D#RLI.G&UCLIJ
M!79:XLMA,V53+#4DLUHT0AK&=Y0O'Q4^UKSY=:AMUHV9M1MWM=VX^RO-R3\: M/\3;A (RR\.OW=+&&;: O=RY+DK*^VL7!5D<^2K0&BEF:17:7 X#@O+I@;&B M
]\$Q<*@C_Y*)P@[2;-/F&81Y-12QBE*TDP^B7P9]L27/E%Q#02"PL:84EF+ MXLZ=#ZS!ZY\9O/Y@I6]^A67[2EPGBVW5M!0)06OH^J\0NAXS!L*EK)ZL[N@B M:RB1/E$-I)VQL ?
#&3^+2%Q23D5.DAB!]])B.J:?&7LTRH() M]Y-GV$OX891&*H9_T7(J.4,D%V"N@3A9\2D%,C3"-C$4O,-X 3PT3,=;8P0$ M1CG/11.8ZJ-9#TC2&_-UL-/,CS0 4)11;^6MV.
^ODY!F1^.P1T.<<%IF M4C":LDH1PNKI@T%!K>F 9O PSJ'21#B"2+4!^5"/V=N-V99;PW3B0$V)!QS# MN$V4ZBYS9[/*0Y4P#9A'9<@FDJDQI2+#[F .04C0SY3V18D_UXC<+
(6/_%OF MY(3QTTC8\90XJ<^&-,+#4BQ6PXD-.%D,"-_S5K\OA0E6K"$'EI#A=;2D<&.$ M3A< LDXR%1L --+\5:&I..<'DUCBYEJ@'V+BM ;
M#LJKS5@+/LVT0MBO1>JQ1V$(2&3E0=D%7]!;(J.6F(E*)B]@*>_A<_PW*C MZ14S[JDGGEHYHK@E:*6F! 2(1Q9%7N258PF=/[7&[TM@YQ\JR*0U1V\[F):*
MFW^NWPM2.$PLF3E3B#Z;L)&(%<.Z2BDRE%NBE3@&#W2:"[NSXUGK$KC_MQX M1KB=)X^YOW:-YF'K\MHOC:=&0?Z)=46_$9N01 I37-#5XT(HTP26;>=9"+[] ME)$?
KM,T(M@3 S"AHHJ,ANK"L>05#2=\E_<=]VTI7 1K_\ 7B'S?RF0E!"#W MP,XZ]0[G]YC750C0)HY(,,_"$C#^(\'$9N*SDCMFA:]NZ4".??(5<2,!:6+ MF$U*-
Z]9@/^:INE%95Z(V$G:=G;7.SEIF MJBYA=M82J"7+*].3=((,TH+[D80I[W_M0U5#.!$.5O42DP MMX+(E,\6=&#F@'X87:L=P_OQ6T+8C!=888UU)6;DL_ ^2=CK.[,$=V85T-3.
M6(VT@'T-"ZJN8AHGA,[KM5-8D0=:J4D.!'5W>F=C%K@N;'^05MUV 1'D:=HG M7&"\M@K]FZ$R*85A6B9%9A,OX9K%G:8C.67=V%PVRT1KJ.ZURH@N_)H#V%]Q
M@R$Y=8(=C5ZLVXP#$]KSWLXJP:OWREE8+YQ:QU1SUG(Y261-"A)^_;#5O61\ M%DRHE(^#P.7./! SM!+W4'2-;"FC161URUJ7<1W@.YHXELW5[TO-.-GJ]9PFJPA.L58 F7
MPX=#C!X\ &*4COH]($8;:5^/!QA-1='H"D+.BB#B9R]PS>XN=+DSK7]=ZW+' MI3M=H5,GOQ;3=6^H0QP)2)3:N +,6=75_8+R+] M[&WBW6AX2LY^2:5+)G-
&_FC/9HY'U@/C4#U7*=:+1.-%IFJJX3C58KT>@0VW)Q)=H0R&&<"&^19!!.J=Z,]\&0:CJ2U:*L7@"4PTUN@=9*$G; MKV9!@2_E1W=4W#ERP-DW Q#DK,*G-R=*JFE-
>U]L7\#M'T*C@5;HOE@OEHVQ M2,KWT/W"*ISVN>T M\D6W +:]SMG:/58*C%G_=DET1.?^W;)I5-.]>ND,[MV_"NE?6NI(H?4]$,!@[?!++&M$6([9[M+3-
=6V:K89FM0EIF9S&J%2"^%%C$ M($/(#%'9*'>//WZ,=8:(\E!KE96I 5U3^.+IC.,Z[CZ*^_L=)W'WVZ8"V3R, M#]%?FZ?QY' >GNQYL>\E%W;KBM]Z"H_PYB6J^0VH);M;UYX.!J"
<@38U4?U< M4YH)LV0E$-_@9(BES\4V]C9Q/CSBK(,'^FA'N4]JDM$ I6^I4D M%;" J PY=<9@&?C>QNZFDR=C #@1Q%--3-:V&=!W?@&E-HA5=K^78(;/WJ8G M4T3NPZPM'*+R\[
I]QPC<\ZLBJ,0<^16S>'R8N)#_0R26>,>-SR&38ZZME66 MRU99A7*82Y.TS\S3,3@&!F/)-5ZJ+AU4=&&>"PSO12Z(HZD_$0>DPLEV/T-L MZZ$.AYW.DSY]7NOH*& G(?
(Z$A5DV&357Q'AO,A%YHX M.9)W?:%:A.VN%(G?1OJ2$/Y2(A/ Y"@J#.)R"AROKY"!W 37I>)'G4J+@-1) M! ^F&):%2,I#X$!$*8E ^S.GA5(&=A?) F<2EM$7_#S!+N "&*"%3IX"[,^
M:KC"R\'4+BSCB*>V+5!C5C1DT! 6+2=,!@#K+< MZ1I?I1[9SG@$JSXPG>2T7#^Z[B.EI)"'PCG:BI5.=S G&MAQ*]>Y!,GJ\194 MVKA*QRH9HGB:A?>IWF)35@P0OR+@T+8:N>,6I
Y;GTWMQT$GA2[9.DC8%!C M!V[Q??N2*Y+!'2&(1B0T;&XUH&9JU$9\,J$3Z[QOA+&DR+'K6XS-*PPZ;913 MK7MUK9,TEIJJ2YBDL<[V_2KKS=XFUA1@Z6\252TSK9+U
NLP$[]&DB9;-BN0 MFL'>J 2+1G-%H>ABV#8B< MT;6"G-9+9>Z(2V^J1AO#<8 ;=)]Z'Z=J"!LNQT^=D#FG!## O5)DGK:2MHU.
MU^IY2WO\FI$PVW#2.'9SM,P@Z9.)7505_D;9R15(;:L^.CIC0J#0XCMU]I(5 M'6?#953QV5IT)6G(8"8L.C;=4V2. MM5G6#K)3]5Y7H-
I^Q#A;]=9FN,FCW#J/^+;+D$ERY%J;UA[]3;^>N##A88) ML[D\PDPLL7S'@8ZJE*Y&]]VZ6AYC#W3C@JY6XHMR^= +W;JFMRJ;;3"A^N8:
M#RK0B4:7+KX=W5X/@4GB61V5@A1!PPHB=/3; M.\"NX,&M*3,N6AA(XR;UR!H^D$.3S1J;:JI ?USN)LY(G348G$5GZ,DS*HU M-=4=#)*?QN0D8[OR@UL#5S.\!,UHPQ@HZCD!R-
U<* 99P.^&6,:)]Q_A-Q(MLQ'^6.;D[D ?38!]5+B9)<;)JRP]+RSCL6EZ @1$16&<::IU4.C[Q$0_#/V# MR &NP8O&5@-#N'A6XKH27(@T-8X&?Z:R]$<970M>2FJK0VB:!$9B[7;,".#H
MFN&GEA>G;AUQ!V<6!PTOM6*H?55,E&I8\]:+V]&OX=;SQUQ_8W\3MFD*&J!; MCX5JB4FA1=^Z];W,&%6Z53@ P+A?+"7;YTRY_C3VUIMR:=:[Z(@ZSZC/&G&A MK$=C0,![-9=SG]
/0NP18130&\W1;0/L4MU+ZZ$CJ1MD?5UD0:9C)B:8(U PFW4#T*>F1KTT*,+1%P2*<)EZ%VD, N8+;P%Z5ROL.7M)Y]D-^Y$G M_1EZ7J\$)L*;6X.<#Z[:0^W/0<',K,7BM/.HU.-
FZ1=VB RS4J-HTUPCEO-U M8PNM!DI@>Y[!D!M&!VVF'$J:H>_ EH) D;87DHPH:U!C15M-R*_8F"S-N <2 M:;"400G+*:EX;5XO:!5'96X>==7]#
(PR#!R+@S08($08U<*9RD4D,UEN=1H! M%0GD83KC+6CUS!I[L]8-O#HFN?[LC6 %P]RM\.A.%75G,W GJ"3U&G3[M,PD MZHP^PM8S3-^\(G N%,Y=$N>S:?
[),M!PBOL%D"W"OMG;$Z(+=+BI'":)CUF\0*?BP,^Z.:MLR'6 MV1!+3=4ESX:X2\U?Z_A?!(S2DNGX(I#0 5:0=XH+"!V@HYLTOA&%^\[<0:G@ M?^([..'G4Y'I&S:L0S811T&K5+
FYAQLY3'L,PR4Y:,W-@S_:N M,>F$Z'F;@8$!IRKF4JY8$A^?HOQ,F._VTSAZ'@V-"MW,.K$+LE;Y4PH$YW!C M-GW7]JS9*:T6VMB,%7: -HWS/)("5!NV'3E?UIPK#I$I*8(2_6!I]7&H_@S
MUJ#:1\X0H;K%ZN=_,6Q*FU2Z F=EKH=+2^U07,=1]0L0A;WV4UD 6 M[\5J_/OQ&K/#GAZ<5OT3VE"-8/Q7D[4:?J90-9_-Y"6"BL=<)7(XJ7V!:[;$ ML(74N[/CK1+OK%^
AS!6G@!&,X=!$OFV!JJ;"K[] FU@]96J?<,=I!'3J*NS M=7?2^A+X89=509M[(.(95+?CE8Y+?%2@1-!%?&-:C2PP)-%(J:-$5FYN#)PE M4K&^:36)]#D3[B5JS!O-
&#QT4>B!IP+8#11!=B*S.J8A@W29=![G9//"I3 AO!^9>1OF9 SZ"?DS\$2S_*$=Q3>CJ +T^I M'@08D_FGGZ;8IS[* G2\4O=ZK#'"']0(CEH2!>1&![N87YAF."RFZN+H8Q5R
MTQJ9@1(8#$P!*8%KP2- (E1T:$VN#SA/!\4$5%!?DC1&X[(@6:F3(BV+?+.K M^0\WRC)=+HJL9(B!<8]%+KE4=Y([*(U9R27]"8'Z)+?2I^2?F%H-&07)E-V^ MQFX_R
TO*.&LGHYU%E$PN&VI^[?]:+KA$=H3*7LLS**FR4+#)=IEF.80#HV M+GD^*E1X-4E:"TZCHSLTO>?38]YV(1AEAPH##%I.&=:,!?KN7/ER-_X/VK+(#>L*8G\/X? MB!F\K](JE\?"L5?
9J1-R$/F#W"JM#*]AF1]; LTJ'9LGGAL=&*O=22BYI5$& M8AE[#W#6ML6/@0MHG#*2^V'GQ;[)6CH-W"Z6(Z7@^3AM+-";W"2>"%MK
MP>C*XB$#!!A_AH_5P+Q8@(,UF):FT(#E3T&&%'KKUL)AU87#SDH+A]^X_#,!K"/ 6:'6;6'6.39+3=4E MS+%9O/1:WF246%T#3\J EE&C]+9#+6V!),HS,\I\NW2P.[APC?UQ1+C>0-:I
MHG?X,LV?G?0%UK&SAF:@ E*G(87 QDH/^. FT#$5OS:C(;8M+X\4D;%8=+9 M%K<2 7>YM>XS\+C,\C)@U(:J-!D)E XV'6!,!PFPC[OX1YF$_!838&B6E3(%
MB3[TM4S%6@U@RU!]9XQ]0BSE M)D9YB7X,38Q'RG'QPBF$HD%'M$T=(;R:/HF+VP!]*OS?U&*O6 6$M@;YU7.6YHN^C:@HS-OT%:CCL4U.BE?,$">4,P%9ZL+1@^!*==Z-[8!K+
Y(DV_CH%E_]RL\GW>'$(GT\"W M0-?&F T1"6G-VE:?M:VVK78.USI;-]Z; >BR6&Y?8]RUZ+"B0CD,V-C/396X M%'PT^3=^%F19D%Q+<)I>!>R,4GS8S]7SWJ6271545I6Q[TS"%25'!
[%?[Z92 M9*58>D-\A\^-1# MNL#T:9B]XJBSM MA!MPT;FLK-NY0:;A"?58(P]_,1--K MZ5GU686E0*P2YF[&;;FIT[?*D"JY<64*B=:\=_5Y[VK;5[^CR_<%6MK-YC'O
M4IL_R5F>Y(6VY8(&WI)^FY,V#,Q2C!ZKY*0PH2_(]G0G#QDB C%0UN!)L''FA/POY MHR*?A**JS6#_E'FB8Y.J]HZFR7LAL-'(9:[O](LEXMYEDRUL_?/H-
V*ZQBU&>$M#>@$5]/#VT7)>>3%UIGG,!$'/X R M3-'V+0@3E^B0S]2Y3,U3 Q5,D@#/3 EN&YE'RM+MBYNXR0P&S&T/&_IMS&AE M1M_L3ZL6RVZP?
+/G+6UK8$N8M4%5FU0Z6!.D@2NP/B+U20D+670O;>RBG7O2 M1Q5!:8A9S<9 D+)4QA;,S:\QLT[^&RM9& GFKAY4QMK53="W*#FM'@#K!,MU
M@N4R4_5K3;"\W0!8W@S+JC6ES]J4\"5F@@Y(054NY#[&_(T?1IV/?IK)Y^A3 MDQJ(#)9YG"WOG\U=C:J;3C@GAC\A+T)@0)(L4S-/P[J#ZZJ@:4RU/Z:>BFWO
M*F;AP9N4T'QS,'8SKG#"\JHT)IJD PGY<#"*AJ3^U0:R MLJ:O-N-VJ&(3R#_IV.0>R$#F#)3X*C)3?]6L\!1[/JU[,KKR/-=V]NK;V02
M))=8N+Q([RXV%0YR&X]"08VAF2K>4J%Y!O5NEUN<.>RD+[?;\IJ2&U 1CKAI MK=\(_(/VF)=]A 40Q['Z#-I\CO[@/QRQS.G+R'HKO-"28U]<18*=.T+N2Y,
M4_J+:XRO@Z)>6T:54EV;%$70)&L+55RGE"?W$D7(D1GYF*_%=SV4 M*=5FD=Y(LKD9W+R,30[X-)^V9V!J^^NM5@7X9E#AL)K= G6Z3[:!#35>E&-% MN1&O#9G$?0/FSD0%
<4&E60U"Z,)-D^!:@ A!8U755-+"MOX"EH;T#+P0X+,X M#0-):[B5Y(R0XR9\5(5)B. V(O>2K2R2M C^G1MM527^A@1 SU!E"9]31%&H M=V:=PUGMV@P;N[5T@T7!=3%PQJ
BP'L[VSPR)^4L3O(*- MC$?L[1R)>85JYZ/J>W4W&YW'=+[_*]=^;]UV\?_^%=?GQ[]LO:=EQ] MV_%PI6W'"P1]%AB;1O%4A5H.>L*D["5^ NN9BH3!DIB50% M.:T=N5F*)G@8S$S+%-
<%D=Y0%3HSEKM;.-KQQGQ(&$!]5"YB3 -O%-T&=XET MW^4K.K?UKF4Q3#,@'T=S,0&/'ZPF@X5GN63PN&\5E0.+KA E%<652E%D9.FOB: MH:T^0UOM_I
_H1BF,_Y+,%FH9=+LBRWI<[D+("8P7XTVXC/U'IO801H87=^V M!D2 @YV5*, ^KHD\S!NDM;,D"':HE#@'8"#Y/?5O,GW(:1\.4\WJ'$(Q9&7, MK1@0M:"#,%8M+.^KZ3/BPW49!UG\(,
(B+#*\JV/(YZ':12&).U9/WKB52IN^ MHSA7F$ (UY9F8[PP*EKSV-7GL<>KS&(K4,CE*=#CJUK!]9$G!BX J89DILV
M810[W$78J_5)ZJASQZ#B),T^$7?!;AE5$R#@#TYGSDOLLBTV8J8H/6%&86$+ M=03>X0MB+FBR%B'>J'QV -\@69+^.9[.7J&5'=SY";5AG7.CW^D"!9O8M(I)U]K-/,+97P$-
O[K.Q%D,QCI MRCP@,&!YM,9KFJ'IGV%<0E"U47]EIR+X9C/.- @W*%6('8FLCH,0XT!%I M3P4&=Q"4W>AMC*5M +-)R>U/C?G_B!>8&5,0*4N!*]/#S_$V1!8CK8LV0U1\ MTC/AL?
BN9BGQ'=C&+R6= *A1-Q9+1-JU'6OY G4SRPO3?DJC9Z0SQ-^ZZ_G#!=[:/ZGK. MUG'O"%B"X;?TG&!;W<) >[MW*EIW<(J3P_FW2W[L?4>S#>YN$[2T2$^7($,%
M./_L#=WO[1PU4!NW]GM'AXT-W>L=[NQ]11OZ.LA^*K,2KN3;).P]A)*WD6CG M2R+1Y23U7F,//FPC]VE%SOE7LSNO@U$_TQ'ZA'X]\[9W=_9WUG3J*EM%[8K,
MMK^\'FHU\#ZH=!PK[SU[IE;^6%-LX$O9K'/4ED[_\K\UK>G_K?=HF?;(ZNWC MJ:O_+!>%'HFTNJR*Q9=!FFZ%8DV:VZ7YRG*]+V1K*@7"L__]I!+*S\5\Y5S% M:Q[8)
<8];X8<7Y.)R50Y%)SX\AQ%*G>J^")(];_S/4-?"&N:,U6^G)OU89@F MZM3[WS'^*^[8>1V=WIV36A4J"9M^!)?N<"H>]8X.3KX:(^B,"M'"H82B@[>T7S,(0FJN
MKACZ8:0%!F,RY(;F&.SAS*WJR5$0#G6"22_C-).N)1OZIC5V(X34G/6 8,R= M9[#.Z%J9MV)G=V^?[C/[R? MSRZ\C^=G;[S+G]]>>&<_?3P___7\W:7W^NSC^8^__?
++/[RS=V^\W]Z].?]X M<0D_7GAO+R^\R_./OU[,)/@"A?2+Q>77V29?6+;)SMXZW61\5RSY$>QSKE?^ MB8QSPEO;3^-H'H?R[3OO][>7[\XO+KS??S[_>/[^Q\4Y>.J5R@RRZE/-7F+Z
M.X*:0IW$$)<^+3')CG05"Y&,(KK*4VE6"U+NKY/1(EC,"),?V/(6TBTXCR7H M8[-*285YC*B8>W!ZH?QJYI7: RW[^/:\BZ=Q$D]'< CA*71A7UWI)+Q:CNL# M*L9/OWW\
[<+WWKY[_8@3LK/3.W[H$5D?AT4PIQ^F,QU@MUKE7^'N[LUWR8O. M+D?/^G?Y=]Y%,/+^&<0J_PO^MZJDF@-!W@4C=?H72XXYL82'6ZA+08Q+7<1 MC0]Q^50-_%%*
_A'E_O\GI'+\O]GVN)#V1J MO:,G7V72^+ K[C">K8E%0G_#,(A0@;]#!9).E%Q/$?), %]GX1+ZKQ;L%OS^ MNWX:3?_^;]]_-RQ&\=__/U!+ P04 " !/@0A9*R>[V:=9 #:604 #P M &-AV]:7?
CMK(H^OG>7X&;["3V6S8M2K(&._NL9[O= MB<]VM[W:[G3NIRR(A"2D*9*;@V7M\W[\JP)(S2,GB2+=JVT-((:4"@4:OBU M[PV,__K?Y-<^HSK\);]ZW#/8?]W_>:Y6E.JO%_(M-
+@(6OS:L?01<;V1P?[Y MPX Z/6Y>$>I[UO_A]MR/&IZUS;5=6[VKDC+?K_^072K\[?Q0]P\[S/>ZWM7 M%:72XB8T^?
4"&HB&=MBL:YG>NMCG'CMW;:JQ*]MAYT.'VG*XH9QWQS+TZ[D)3D_GQN'4N$9 AUSW^E== M[IUK\#TS<>3[]S[O<(](#.-S +^]+?25J(!K,#ISHD(NYU)3YC&_'M1GZFC, M"
(%,6ZUGF66S$+HZ;'5%WA?G3388T-5AW M04)M8M+=1-#//ZJ-RO4<2![M&&Q6M)_C5*!SI=9N_73=L1R=.6(2*-YASOC$ MN4%'EN_!".],OY:C-5M*9=P>"&-0VV57+K.I0STF]P08T
E'>^,NB$2#>Z.K ML'70"%KI8QR(OEMMI5FO_R1V#4]?T0AEZV5CIA&\<.;'#?8A507L=:CVO>=8 MOJF?!ZS4K>*_ZR& <=YQ&/U^)7Z?XP?+&6R1B./I09_0V/SG#]4?PM$#_A>
M07XDKF5P/=P^@\|K*NR004LGV#4G;8,O!)FF/W]CCL,_ HZ6R*@CHSW"5F32^G2]/$#]3Y_NV7)X/_;ZIN% OAWZGA7 MB>A="ZOID/GZR_U5H<@#M
M,&_(6+'4CSO0"4H[V]$#?/+SC[7Z=6A4%6]."X6 HLFRYW.U6*;,9\>RF>,5 M:X=^?+PK%+Q2C#W"8H9!="G&BK5SZ=1CQ9)D'YC&!IV"G235=K'8NEHI&L0T MJH-C3L$=,%.?
2*YXADY%C1%)DKFI\|3K%\M,\O./[["">M6MA())O],EQ(UL; M]XQ[@5I7VM7&?AT,GGW'];/["">>3(SRK6. 6;,&+A5ZL[3MFE$(^@>X73&EQ MV+]]YA;MP#6P=-
[E&O6X91:+WN4V==3PWA;MOO+6YP8&"10*Z&>#%DQL%>UN MX\5F6KE#%0%.L5B9YLY7* M90THF"6SM ,8PSUJ9 MU&[2\7QT7W4SD GGG]PYLC'= CRMRQ0+\"CU2G-
#_9W:I=)L-C8TJE<4M:IN M:-12&LWVAC9-I:)N7>RG:<$B6"PDI%FN HFA$F$;Z MS-*5G4Z/4[E.@RIQXH^WHLD'<3:R\6)X)6D26B%A*8K)H[.$:BBMY DE.ST" M0MT, +-
>9!IUQ4^EE@#*QUT=)-)CHCE2'9Q60IO/UGO(@.NZP=92B>JT3=M1 MMY&:THRN:F6PE:B[["-SV\'EY2+/;X_0-5N"Z'@5U[<21'!$82-ZT)EF.<(1 MZ HD-
7,,;K(=$!\FUXIX:E@]A:3/)TD >^

% M@).9FF&YOL,BN_OE"]ZBT)460QS!,/X@JK4W7Z!.5FHAP"T(\=()I$S0'VN M&]&32.0+6(>[S#G\=7J(J+,=ZXWKD:\Z\L4GD2M!Y O,US@ES?,%:F2WJ'R! M:5.G&/2,[)&
<+S#E"BT&[SZ@U9$7Q(Z![RR_&&O5CNQHG2\XXU3,RA>D\3R; M\@7K[=@ M^'2;LG]:!+7/I/;F%3]!\3L4[WS.?G'9>6L4:THE H!4 H!"HQ0#8/[YS-^%2<)2"(V(PF(A:3UV()!
G.76_=;@(S]=L4Q4; M>27A#%(<:S@?GC>'!CFK[43(=M&-"8J4#:&-S:9>CWO-_?0O\NEN1YG3B"]R M%L+N%QEVG>*R'/.-G'!ET.5,H*BL(I]P.+KL=%6,:&/1SZ"9L)_!MAX90\E8
M'3P0I_488-P]_:BVHLOUQ-AHO1?/+HR5)%O%\O2)1I!-KC^A M:(2_F#MGVX1"&24>F(R]/<1+4PDM)WU%J==_FA]IAMJ57:D=O)>\K=:5=K7Q M4U*2)5+.J+">.J':=],:&DSO 0#4U
GM.0Q>>GWJD1-Z2C#W,I'YB(E88;#% MF:['/=_#)XCTB"9WLL63:.'ZG;^9YA'/$EURDV!E24>GIL;(D'M]Z)416'\# MEUA=\4;X:EZ+YB>=4W+"3PGWH*UA$)N.L*? 5&DGCV$>2.
[Q'3\F"F76[">TP=!M21W??I&Q-]#!@U M<4XT2/.)V(?/!TC(J3&>#?P+L_)1E&(UR27,$CPB&)=TF&$-L3> I,N= 1E9 MOB,Y;@!45!)9G@N"(;,=?LJSYAGUA%XJ$C.=SM1H[>]]B
MH)ED[DL(XYE@V83-=KM2+#P^'B7S$:=,W4DP5R0ZK!R^9< MDPUG[26ISMI,[583/X0'SN;CHX5-09$P>Z%>IW)S/KO:\F-(16DC3\]:$W>R M1"W.(1Q1S&+5P208>
(<3;RM7)]Z;B3X:*XOK5H/MX2@<,U?\H8)U@SK<44(6 MKQS:H4+5&5WMTR2Z1.PN$9D;!>,:N1<8<'(C]\(#>:S:Y8?*;0^FMC1H+P5W M@11Y;$_J97II-O>PI&-
H0>N4G'VL\ZWH\D[(A7M!;AW8]RV3?+(<+ MR6G[2$-I-)H_S=A'FHI:KZVS$S83/ROL:BSB&=1UD;-Z[-RT M=!8^_/"KT.^,-C[NBGEJ]J.36&AFN9YGG3]TNUQBYLQQV\=)GAD%>

M-,MFY/'I@?S\8ZU^'60F(K?BW3GYPMXXWD2KZGGS7&T'S1||-B ?#-4Z0UGGNS!$,..:@ M8J#4&6!*HZW*3NWV8"0FF GQAH _#V=C70?2-&=/"P8*Y
MT$6Z>18WF#>FT"N|0]|'&W09& 0U>73)|)B'H)Q1FX^W "IO3Z.@;XFS'4!*B;:ON-Y#U[U<>JZ,V(A;H-YV6.|D/|1 MOBFVP]^H-H(O3&:XIR%DW[FG]9D9/!Q|&*2-FX61 Y5| ;H-
5._@BT^;>1<) M"AH+!U*BUTK(CP%)?P=X_@.+$+X90BMK2#H NB[|5RZ0V^2"J#?0U|* .:% MP3I|!)$ 38"-T,M#A|4@9,.98&WTW!#<)TI?GI+[=XXBA'(`"?4QX(('C9> M1JZ"(-
N,#)_K|2(0T.>$=,:|S'YZ#LXV<#="$ %H7%2*%O1|Q4!QY N>/; M$D#AFZ1YZ$M$HA?C;S!_I 9B@CGD_O'^CYO7IR|OY## 3Z=-^RX)UO
Q|"7)!"]GC6$MHM/@829+'|A4KN@^*%X@H]|)*SC3KAX MU3?LWSZWD9] ? !R2!](BZ"@E$,1RJ@+/?LNSNO%M(87.*4!,P*VTK[C7VAA MBZ=%'^?WH80T$*=B_=KT3? 1D/B-
F9RAGY@M (/%!0O+)<^/7S_=/GS^C7Q% M5R=Y5TQ|3UQ9$YO;.,[)$/C.0$4O+/57.QYVBSYDH/@,H=3T!=V_8"63,>'^6.R>Y;IR:4]B9D'N"/.%^C).R M3$9.U%-8;*%8QD^]8,V*S7*5&
(,.Q ,*^1U7[",=V*)MATVTA2%Z_Y$NT)O# MD5HA+[#6^@",XU A5["Q ^H:&P8L"/HPW=%>7C)M=T>J=@5:K MJRQ ZT@[;VG*EK*M'6&|M=!
($LNE8|6XV1%V5Y@_W42@:W$==9NM%$N0MY4F M>DBO==6%*5K/1U/8[JCE#C9COFR==%9 MBN-MJUPDYU62?I6+#Z!&+?5U3QYG:U*F)(>Q#-2!VD6U'4@-$
MSPI05YJ7AY$3(/YY=7'D[,ZKNT(]'9NP3X"+RW?Q8[[SQ&]WU*3Q;7UY@OB9 M.M^WY?+,PKE3IO&@XW"]QXHE2B>FOT* 6ZFJ=34)QMYKQI*=B>P;SXA[L3/
M%)4G<&,F3|D=O!WF#1DKEOIQ!SI!:84Z>H!/1#Q0:'(4;TX+A8"BR;)$DCOF M"N"DBIU(V%@%>*L="E7XJQ8NU<.L9Z%0KB#TQC@T[!3I)JNUAL7:T4 M#6(:U?TOI^ .&
(9_)V/HW%NRP6B;EM86 M[< UL'3>#;)S%(O>Y39UU/#>%NV^,DQ)4RB@GPU:,+%5M+N-%YMIY0Y5!'"Q MCB&H(]0KEMR6<;:_%
(NU=88U#0L%LM4M%+B%9.MOF,>S4!!#=UJ_4! '=H+" MPY8"W:13@L%+9R*?:-8UH""63)+.|#Q@UP| M.T#!>-KU!P/JP).EZG'$X'8MP["&Q8*Y:.8/G;F:PSL%6|B|6)?E |LIE@(B
MRP06"F2K6"P=U%@J%,S%2EI(/8]J_8)M3%CHSK-6)K6;=+S?PC0[1S6F6YJF M=9EB:1JEWFIMJ$Q3NU3:E>:F1FVE4JUN:-16+BN-#6V:2J79W+8,3M..F:1_ MIJ!-
|S(L,$/"!;!88D>O:$QCEJZ@H:JW:J+7&/^WE!7!VQ+[H06>:)0NI7_E8XMW@ M)MN!+F$*KHAGB]532/H4DP2P=Z*4>2% [5I1K[SR!>=7VXY|N9I32XT#PG;L)E]*CE!ZE]#@0
M?.=NPJ7T**5'*3T.!-^YFW I/4KI$2>L3(3"'ZPD"9[*(^/E;L*92)(<$W0& M/XXUG(|"G,.$G%7|J-=4T+,A@K+9U.MQK|>?_D4^W>THC!KQ9=%"H/]NO+L<
M|XV<<&70Y4P|JJQ9GW"F MGIJFC4QJ)[0C-A]X1M/3F&DK$ZEJ'OXEG|]'KS M>"">[S' N'OZ46W'%_&)L=-Z+Z!=&"Q)]HKE*12-,!M=AT(9"7|Q;<^V>8SJ M2CLK+Z#)^-
N#O323T7+Z5Y1Z_:?YD2*+X)GH=A6P5&W|E)2$B92I*JSB3JCV MW;2&!M-[U=4)[#H.77I]ZY(2>$LSX3&069")6&&QUINMQS_?P"2*#(,B= M;/$D6KA^YV^F><2S1)?
<)%C/TM&IJ3$RY%X?>F4$UM_)597O!'NV=>B^4GG ME)SP4|(]:&L8Q*8C["F,O#|CU"4WNL[1*Y$:Y M 1(1SXJ2C_&2:IX/#:C(M/A(.Q$W-P2:X9;N>A)F]V|QT 1R9P)R;/=)UK(&$?
0F 9W*>'"9)S9%$&TQ4 M9P8=+>D$8+:<[T1@?V ;U(/!.R/ YK;C$;>/_4|0/|'[!QQS'GR%W%&;>|!; M_X&A))Y]!+GC>|2T/)AIEYOP'A.6 75D]WWZQD0? T9-G!,-DHLB]N'S 1)R M:HQG
__"K'P4I5C#<@FS!(|(QB4=9EA#[T@Z7)G0$:6[TB.&P 5E416YH), MR&BGGW*,W'X=O@ [@V,T5FN85_8A2(AX_EED4ZU7E MDLT]K-T8:LH!K>I55'@GY,*](+<.;,R623Y9CL,-
X_"I<@RX?X$^/>KYD_(E MI:39OZ0I<9P#:5Y*|#'FMQ#=1479]NQ;OU"K%]5*M9[@95_6%K?-QNU=3&|Z M?R.:05T76:;'SDU+9^$S,"_|.L2 P=[/=>XP3>3! +KX_-:YZYMT-$5?CMF
MF@D_<3F=0!!4%!536/_MNQ[OCL)AQ+/GS-2!'=|11C3QC3GS_;"D9,(D^/4" M,!S|1G+TGOSS|&?N.:<=)D;V3 M*,*Z;*7D7Y(1*_)!C[B.]L|?X,5EK5ZM5:J-OU3E;[OW
Z&&M_3SF6N=1KUA MOU^'U:C:;?M]"LQ#HN-L/9A-G+L35=5*126WULAP/>IVN<;(MG>6PBY<^,PSRHEDV(X]/#^3G'VOUZR -'[D5[|@Y^<+>.#IAJ.IY$U!8;U^K M[>"A!X|-
X'O7MLSP5BYT| C=7LC-"V'OW!7>(G?6 !TF7/+R|'K_[>G+O|A7 M#Y_B@,)G^L;DER[7V9 :WZ63BV-1'3=2T:.K41L[>GG]|O7N]>N7>R+2Y:-O
MAGSQNR0Y46N_G#!EOC;2!=W(=BRKBSU^8,(31'Q%#/[& MB $#0T>5"K'=;@@6#(2N)UW+"?N!=M"[,2*|2UR;:4 2P +TVW/H $#7&--= MT9:)N$$3Y.A&),;M|OF.-4"W;P+P
OFN1[E#/CV|W-T_@J2]?_KZ0C[=O]X| MPA_N:LJ >=20#|X.QHR ,.1$HZ9E [7.|$.1O!]>.A1H"&/"AYZFG$YA88#] M$MGQA>LYON;Y#H I_(IP($_"BT2
Y478OWUNXU@KGW0]QHPEN3]&Y"AR$YHR"5*F$]A[FNQ)TK?<#&'7?A6 'QP|/GW|C]Y__N'||| M>KXG]V"L*1P/G *X*8_F!I=|QT SQ0-E&4-QG/3Q;H!;G0Y""" :^-0A5CE. MR9JTA ?
_(YANY**,&##TKA++$!C4ZUN^RZXF0P$* 2M!VW$#6%D^G(%=A-M! MPCJ(X#%S!92:4-P%@O6%] !"P=E[2(@'^K@GOD26P14NJ(Z-?1-'8IY47T+1 MX%E#Y@AN@F6);F8Z>?
[C#GW>7I^? (Q!!X[UC(12(Y@R-S7#%WS(3=U"SH8 T42]$R!+F2 3&=@78SSL&:$X$$R?J=B# M+T&ZD+N+EZE-*:C,,.D#4!N*:(ECD#T,9$['@JT--A:V_FUI=8A9T"X1/^|]
M0+3;46HY?+(!]GP M)#B]MJM++(43@DFGL[5-56YH_OV<+:VA'46PM/F&?DTTT$6+/DW?GS|R]W MT%?'X;^/,9**T,#2NWFJHTS^S54@SJ ([#M-: M%A3T8[62PIW_,@#7<-O-
]RFA/MKP["/*E7K"A;/4 M6#4A-.7>*Z)V46U"|XJ84U'4>C.52]5]Q26MC#Y,*22ZKC3;!Q(1?4;F7*,+ MBH|JN:-XDP+GK^_98V._G#" LXS>8W@2(Y6J6M_*NR!3!.PS+|)Q4/F3HY#_
MMOHF^9TZWM7!P5X2."Z!O]Q?S9Z7SF7B DR]@%8-&3-!S#F]B> G)^*R M.]P-Q)M3T1ZCTTD8H$T>'^^"IN$%O6QZ1G1Q _J!:6S0@5'5]AFI5O W=<4M MI [?
GN"MX||_OL,7VK68E7RC7Y|>N.FGDD?U C.NU"[WNY|^^X[K!Y=,4WE* MQB?|?G YRUQDG]EK]>"16^3>V['K@D&#R|,7Z;4PU1K3K4 7P(F!Y> 7E^C2 M,V9T962&O8:X3O'YE>+O:
MM1STTT#>#[*=R$0L"WE"7.A[%03*4LH7H(:AC64P|#4@TPDW 34. P^|2@7 MKBCAS<<-H9Y'M7Z0U<2S5LKTHUQ)QP14@L;@UF6*QF"EUFANL//6&HI::V]J
MU%3:E=J&1FVEKFY*PM!2U.;661B:<8U2,_;A)=G6EJ1XJ&BP+5ZGE*1UNR26 MR55XS,#^BWZ!*PTXFW)>[$*2)+.H)H?AU U
'|3&8N/NM66:PLCF>;C!)9F'=DJ'W#NJW]G=XZ17=S >(-N^)ET:L^31-V=&(M> M66IC^JE1$Y1(JNMLVJZ$GD_A^(|908K4#W'.!0X A!BB;1" M$3M]"917C)0"J!1 I0 J!5 I@ K'DT<
0BF 2@%4"J"|4N (0"@%4"F 2@&4 M5PH< 0BE "H%4(JW@"**(75AE*S?59:_9U.MQKQ&?_D4^W>THIQ(M#;62@= (V>D.=56;N:JK^OKT>O-XL&[),0"[>UJ1^6J[O2
QQEKO<;$+JR7):+&| M+:(1Y.0?EY=GC=7N%Q'K"V49N-HH@]KC),TA=%+$.$*=6W'_+(4#_$|1/|/X!QYP'7R%WU!8I?C$F M7^+91Y [OB=J*NBLR|T@X!ZH([OOTS)8!
M(AIBESDB1|&2] #R$<&XI,,,:RAR>EMFESL#,K)|1W(<)@%?F;SI,$1-L@FZ MCA&F?.2CV17F%Q 9L$Z,T5F1:'F,,,WSY^$QZ((>%PD+F/$H=A+Y70=-]D 1 M#>X@R5,187]|O-M]*
<]KSSE8S GFF*E7TLLQ4]N4;+S1VC;?2V-I$G&]S=3= MDHAO9<**DS1|YIBLM)'8V>01GV:#8. =K$.M7%F';B8'-OT8C41PF#I&L&Y$
MSH%CA,RSCA&JSFAIGO*L+A323^X=F#9S(_?&:9Z/D=OF,E>GZ>B3)8_EX_*J M1')>BVQ$QGK%9U(N=,WQ6#[;*2:P%G2VX$Y

H ME8I*;JV1@<5P@R(IM6OR).O>WUD.NWCI,|,@+YIE,_+X]#"NI!+6@K@-JZE, M'O_"WCBZKJCJ>?-<;0%>."&; O.%R[|)AQKE./$L>R!NYD:F$V MOS,R1/^9CG
|LC'!%,SWM]MOXF.7O%(;*V-@U0TJBLC|]NT6,U %|W6Q:KW5 M!6W=8:+59 K!@*|C@/C/|#$^SM:*+C7P(!!Z('|& M_[!!9T2,$$_06'H7B0<,:UR.!%W ;F]AP*Y#7<_Q-3RR$$O3?,|-.,-?
Q/%WI%K8PFA)B";H)DMDN M9K =)[!UA:.5,D=2'2D.G<*Z.1-O7.F_U:>./J0 T4L?MJ-I3.$D@Z['&73= MD0L|)^>)O8Z[%W23F'V&:0FW-!A!8|"59@]>A6SB!LPA.*:+J8B=R81@?1E#
M4=4E]"83 XATO.&080;?1:[U+&XP;YX_7[EGH!|6L4$G=OO"Y0V]WSPFYR0F M!#,&1O/@>?@6=&PL0]+0]#G+,R9K(?@G)&;#S? Z5X?QT*W/N:Z !T3;=^1 M9.[9&:
6B[|X(Q;B.IB@/480.1$$MQW^1K41?&$RPST=|^CDWR<&SX%H(2|? ML2P-_G=A?@$NOG-/ZS,S&"7X,$QC/(,5#N3U!;)L8+@.OOBT>:TC)W 3]EVN MHRMAN&0#7O@=
(/|/R#_X9@BMK"'I))TX51X@0M2?N@!P3PI?DY>&$B^1Y#& MT 3X#UWO=) :0BQ+((2WHN!;42KG%(48BF_*G6G9$R:SEG"QL=R!I0,/HX^B M W(SQ#|LTX ;74:-!4Z0-
()IZM#B3:0O16F&ZQ/%Q!3S!N)++M|3]JXQVY/+ M..@/E|/I&3&M|0H (G[T'9&;6WJ# BS W[!|*?3NB+GJF,<;^O9M":FLA>3) M|D,:2&O?#(H5!=__.2-
A0M%@R^Q^,,HXTRK,S3(9.5%/05"&B,1/O8!9Q$I8 M-1YT(!Y0R!|,=I*.;PBD=!VQIQ-@FS?J6<[%E,P6N^DTOP6|U>4 GY!%(&)% MH24X=S#^!BB#%0TD$D*4W#_>_W'S^O3EA?
Q&Q6*TX23#D*+CT8"&SAOVW),M MX&-8/.%&ZUE#7"8+3[F3"E2:W/ZZ1F$'9"# M]!D5PADW(=SA&,75Z;LXK^EE_#NV>Z0#VPU+3(6"=8A.J*0+#W(XMBKD!99N
M'X9S'"J@P<8.* %L"(UQ/8+JQ1P31G]#5U6O;^DN/&5:PPL$?|",8/5HW_$O MS,86,_USW;W..GUH/NTD9IP|1P'H]_J1E:7(LXDZX&H.!O"R$ MNTW?A,B Q]Z8R1GZ:]N"GX
H($M=|OSX]=/MP^??R%=T.98N*<3WI 9FSC(-MZ% 0[T'& JH)@7=$K-P/OZ|[,5C9AL_6 -><1D1W@A-F M6H;[#?G]&^DQDTGR"!;IK-
X=JV,54P_[!ZSKP2"NYW=DN3(8;GJ_Q8EJU+8# M'@R^|F&8N6GJ'"5P1Z3,#W;NB2[!!AS=S+|A8D27;PAHB)/%F>/0;FG>B)E= M-Y'"F_N,D=S&97$%?+(!]GO&*8R0SJVII6=J[
M94E5FK6U!N-+I;VCO7@F(*JNJ+6?EBT'PG7@-Q%.|I>@Q%]_5=6_1)W6OR@< M'8R_U"I|5*G6__IK&&OQU';U-*:.QHSXRV-QW&V)F,#:W!5HM;J-86XCMU24
MW3)7;|LM,5#1VA$3MQ;:N&*Y(JT8-SOR[PKSIYL(H2)*)=N;I%V!2MO%O-E* ML8QI6VEB",M:-W.8G& <'+PD]_K"XM7A?34V4-
CZ3F))3C^AXE3@[,A6MYI&9RM24B4',8R$*>UBVH[O]?.IACJ*NSM|53I M9KNQ,1%%PJDGD@LASP;|3/)PG)&Y$(B(Z5*[BAF]H!#]OOJ86(A98OK
4&:*KT_.0KY;ZMODM^IXUT=)@(.E=05 M9?X6[) I_>7^:O9@=2YSZ: [CK@)8]Z0,1/$G].;[KDY.|SS0,*D!^3Q|2YH&EZ-RZ9G1%A,R0>FL4$'1E7;9Z1:P=]XW3U@PBGI!-/T
MA/Y88E;A1=EI(H3*D!OWIY&44.8@]]FS[[A^X%,VE3%L; 'I4|SA]6^?N;AJ M!I;.NWSL$R*9X.:|BK[Q6;:;&M,? 9=P (,+"N_N$1G(EG6V"|- M/OHF7+| 4*T?CBW^%LPIVLY _1# M1
|7F7=,ID1;R-CE0M|#H)I('D;1!|HPK*$Y 3C)]#&88&7$KI9A!>(M-X1Z'M7Z07XQSUJYIQW&0@J2<">UDHX)J 0MX:W+]"SA#46MMC<8PFM-I85A
M+VL;U0&LVJ9&+:71W#1:0VFWMK:Z-^/:JV;LYTL2GB[)'E/10!NX7I5>/6JM MA^"IPRBWG*A!!QW.=RF]')DDB68|ST]HVP>QL=BX>VV9(3@RMV]*+=P0]],) MYZR6G:
[*2I0C0MT(_^3(-)K-0A|+Y4MK:QP,TO=Q|=%*:"/9>C^(5.7|6+:$ MI7>BJ_:#).OHS-4NKRG-S&T@|S[1(@$Q.D;O@+^Q _^=C]"]U?I_"U"HN:# M)Q3R;>X3],1WQ0/2QWUJ[TB-
Z%'];I) F$B4K,_[SW?&D6|+@5'N.#)]'!,C MW".)S-S,WIDF_)27YAZ*5* EDD!8>U&:G$A8>E&:PZ)1BQA1+C,S]Y:;U]XV MKW19-=L]"|[0N=RS%K:@?@ZH1NCU+
[|.0<5@U[@YR^2|ZK*J-Z9_FK!O7L:A:<[M6?2>| MU6;%YM[UK+)"<%DA>/|E.H^*V&6%X%('1H%C@"$4@"5 J@40'FEP!& 4 J@ M4@"5 BBO%#@"$$H!5
J@%._:A&=JZL(H65^V/)$@[_-/5?P<#YEGT.18PPT7 MJ'*>.U]/K;ERSBH!6;.IU^->ZCW]BWRZVU%.)5IR9B4#KU.:TLV9L+?%/.-] M*2O!)>SP*CO=H0QG3, MB(;733X-:Y-
"I"#Q]Q|H5:"0PW%L(9U4[Y4!=<*G,|BU?T)/E|3C02^NQSW? MPR>6IF=R_<[?3!/QC#+!MH@Z='2*Z7M%FG6,6815-7!ER%|0|W@MFI]T3LD) M/R4<$|T;!K'I"'L*O7-%D/"-
KHNT[=0@7]#K2;A.30=/XDNJ>9@CG8H @7 @ MCFG!J2LRCKM!PE_V;C,3|^#*,$21R]>Q!A+V)0#*%.8GG&/4|VB<(%]G!ATM MZ20(?!38']B&B'WNC# /_I;C85)V41
A1/P$[Q]PS'GP%7)';9"%",F)9Y] M!+GC>|2T/)AIEYM!."3F0!;=]^D;$WT,%LM|PM%(&F0Z0D%-C/$NG70VQ MRQP10;HD>%,^(AB7=)B!OFH60M+ESH",+-^1'"<
M[@KS"X@56$O&Z.S@X"X&=?<*Y>$Q|8)*& D+F,XC=EK770=-]H@1#>X@@TD1 M87]|O%O%]D>TE!/,(U"OI)='H%;=%-;?VC:FO[$TD:[>9NINB7133YP[8Z%1 MVDCL;'+I3K-!,/
.UJ*D*Y2F>_B_F1S[]&,T&L&1[!C!NA$!E|<(F6<=(U2= MT=(TM<=3TSZPJN=&[HW3FQXCM|UE;$W3|2=%'MN3;GEXSE4EC@]:;"92M2&Y
M'.*IY]EY)^3"O2"W#NA6EDD^68[##>/PZ72+W_?//YE7RY?WE^^OP"R'I|>/V_Y-/-ZY>'/Y- 6)9K9SZAR('ESY[0GP]Z MQ'6T?_X +RYK]6JM4FW|55/^MGL_8%WYI9_/W@#5FO;
[=9BXN56QWZ< BD&M MVLXE=.-1K'J .<_'R5HWZF/237YC@=N(EVM5%1R:XTX%GDE3]TN%F>_LQQV M|=)GAD%>-
,MFY/'I@8@"&V'>^UOQCGQA;QR=OU3UO'FNMH/6F#|:OG)MRPSO M(T.?LG$>S!L71AF@:Y9+[M]A=/0*>WEXO?_V].5?Y*N'3W& X)T|TSB.N[4T 1[=35J8Q_OY.7UR]>[UZ]?
[LE'P[)$ 0'YXG?!R42M MG3?D]+V1C6HZ)O2W).1=;(A=?@05S'8LJRO[_"#+&(BOB<'?&#%@> +8([;; M)0P>$O6N,Z:[HZ/GE(PX, M'P-& 8_H*.>*3*%TXI(8C./V05EQA<-=F
:S(XJKA'4:WK%6"B;-!+V3HQMC M4#1AOFL-B.";HI8"/.5ZE#OP[.V88)|>7N[N'T&0WS]]?2&?[E]O'N$/$)T, MF$<-V9IRBM0:XV3 72WH]<+U"%_S M? <@%@Z..$HP(R0*K#:"%2-
LD9?N'2>T[%'78|Q8,L-E7=Q9Z+WI,<"G'I29 MF'0T6QC#8=+1$H@=S G6%,&,H_<]A[FN1*,KW5&UL-|NG"7A(9N:"O T-[$' M.<&>3QT=$".'[<,O|09P(^>/'"&^ZN$1
C/!8KD.D>JTPPP8@(<.M@ ++C;8 MQ;^C*ZO;MX8F*:=ZCF$=W2?$D@(/37A|?_[A_?'J^A|48 M=/T-N-8E-W#^X*8_F!I?|QV SR1#].Q|7]:"A7WH8C4!<[H)C!-_|U=3%9O0/7IQ]#N3N
MJS5D#@ALJPLL J_0S|-FGBN=@JFF 7-9#E(;B/,=A)]D5DR2NX&_|7D;, UK M!/J=9@T?A@=^&XI%^*'$%%]/=_CX..GO M70 S#:SL[>W+W].G3TV=R|^7^AGQ"YGNT.IT12&F3NWW
MAWPK!6XW_/]]):;;Y8A=Q&Y*,=-D,EW>N"."?D5?+#-$U]M0'RP]T']WB;1(=FF3$:7,H" MV"Z#M=6Q8%N#'84M CGW_2/NHW*7F?ZFP]9<3*:KQI#2X)**P261= 3[/O)O
MA$|VP/ZN1&B#MOJH'^B_XJA_!OMXC|6ZC4]F5FHZ=J+I>O80-RS;:*^PC91 M7V:;4"|GMHF6>+/2-G$89*J5-HA4;!#G25LAI*IV)X|(-R O90G$L78]&)], M+F!VH#@BAHA:J"1#
P4#=&((<]L&+S9:L$X<"P-3|@P MD :G0I<87&'*%1[R3:R[=N">[I6F>T-C4XPL_&L@H/S[>W|((LZ[D(5D'$1 M$%?:#68HPLU&X_3<*029].SX,CMZ$/J(!I?T+ RC9>IT|FX#(D|=|IY
J13 MQTK1QS-,B0>U*36I2L- (4NX 2? 2V6L@X^G PO'$#,/(S]%YZ*8R2H;1DXACYEBC#D8(@[$$+$PY8:*/$.ZC/B1/J)03]H ME7KYB
='_.]:|LR/L,AIZR%X9^3FPPVPN=?'H:=/JMCVW1.8[(NBFLZ(A6@/ M9FN/T45.!.5MA[]1;20/^8S'] X*]21[/.S!O:>BYP,4Q=V:'J;S R<:?G+;$+Y|+&BQ^XF?=Z@%
'1%9XP@YM8B!9#:8K0*?>A$X2 M53 QF.T;-T=2G.!RP;4ZQ5"!])"KZ00MB[8G5U5 =@TXYA3.:6.F)!]]1YSP M9"@UGOP-7$L4NG9Z&
(RLHST+.O;MP#8HRKQZLK+JE.T06".T'4XO]W"=BOF) M4<:"$2T()B,GZBF(*.X%C|.G7F!2DY;8R7C*,ENE0O[FA0=WQ 8Z3K2Q!O: M&R^FY*78MJ:9@TG9+6RB0C(85!,U9-|)G
89&GDUI+PC!!FY?[S_X^;UZ4:ZD#ZC7FAIPVV&45S'OHOS>R>_X[>/=&"[|Z66AAC M3;K0G&,|D[1OO3+'H0(0;.O OLN&@74,M#;FF##DFS -]RU@UQ?3&EX@X -F
M!$M%^XY_A1D)9_=._I]@GF.[HQ$:%Z0-Z@SY]XV9G&&$ORTP"'.!U0ZJA46> M'[]^ND4#YE>|KI012,3WY'9OHX.,RYM/64MI[2UI/YK*JEK>=8;#U),'EMU_AS MZFC,
(&HU@FE!V:V63M*PMG8$]=9">|(9^71SV%'G|UC]Y0ZZZCC|ES.7FNXY M;,2|N[<0]&8KO1#T5EMI8H*+M6'H,.7JY=;EY55U:2QZMXK_=G&<7R1IRK'I
MV02B3W&|>A!2;+>48LL26/U8K:80I[*&_JF%".U)&TPPU6:)DT,)X%F*XZU3 M3Z9;!S)1V? !MJ&ED?#)XVQ-PQ/4*125>M;Q;;L'RL)XZ$4& $B/CG*?(C^ M53[04G)$.ASQY?
YJ]BQV+A/XHB.!N$EAWI Q$^2JTYML->1$7':$^X]XI%.1C@T@_"%+ @!!] M+DPE>$1XB(QOEY|-&OC@O|B H*G6F$D=NH#%%1A:?G&)+@.?Q@XV|-$WR_E^
M1@!0K1^.'09*N$O2=$/'K@]-[?'([LS("GD-TY@'5]#,Z5H.!D$)+P.9R%SF M6%](>Y"WP.@FLA&3M%;QS"LH1P&IAXD&>U?I! MPG+/6KFC'<9"2J8L08+VX58C1?NP CKG!O-
PK:&TV|U-C=I*95.ZTY;2:+8W MM&DJ:J.^K2FZ&=?0,V-47E)(9$G*U8H&>^*<*3E^P<3@J>TL()ESX27:Z*I5O MC@AU([P9(]-HMI1;+)0O+5!Y,$C/60'+6;IMO2$,N*X;;"V9@KJJ$?
>$^30B MZZE2G8U3R&!?6%T4;,FF$!EYRY'52A!5$>7&AE0PV^5^"=V [Z3+/_H1/J(_M+*FJ@3>I%WB3VF-'55'51[@ATQWVC,VEV2(Q]-HKL@18>N:P65$JE[.W3>E?
MG9W|HWYYIE;J2VNTK:DQO 4V=Z[MF:6$R+S"9UD*O2R%OO]:Q$=%[+(4>H;I MPDL!5 J@4@"5 J@40(=-@2, H11 I0 J!5!>*7 $()0"J!1 I0#**P6. (12 M)4"J!1 >:7 $8!0"J!2 .52
"7K994GM.=]_JF*G.,A|PR:'&NXP1-%SC/= M>_I"1V2O]A!=Y-IUVE&ZL>]|6|$SSH"RFG?"_I>RTU6N@ M!V?OPI1+C12NZ M_?KT>O-XC-7$[YY6).U(4_YOG?
S@D/VZHN$[=/12*I6EOEXYB/E/)O"EB"%D MXU@QJGTWK:'!]%Y8+JCG,!&R13UR0D^7Q%>)>4G/!3PK%HBH%E9T;84^@[M*@(Z;R;%K[Y@8DKAC#H=#(;YT(*-
_9P((YY;ZDK,A^[07)/]FXS$]-= MRK RD;73L082]B4 RER_)YQCA.IHG)599P:6'EOH) AD$]@?V+),5&>$69BW M'_S#(NTVR'B)WC_@&/.@Z^0.VJ+E($8 2?Q["/('=|3Y<%TUN5F$-
Z&^4Y% M]WWZQD0? T9-D=,S#)6308,#).34&,^&".O5$+O,$1&!2X+QY"."<;$P%>93 MMA"2+G<&9&3YCN0X3*6:DWP3&Y9B|XAE4H%!WTD<[X](%Y!*L!2-T5D^D'&P M?
%!3YBMJ'!WX.5D'"TII)-1@|H?8Z75W'339PT|TN(-|%T6$_?'Q+@E1T%1V M.Z6E(@KBYM-..#"_7DDO,%^M5+:-@F|LS<>JMYFZ6S[6#>'Q"WE44TJPNFWV MOZ0K7*=K'[B9G
SUB$+A@*Q+<$;+/Q W>%(Z C@|*_|P=$9+$XRNM9KMLGT% M9NS#5N,K=?L.G(*>LVN4|A/1LTR&5FIJ264F#H516H?2M167/%.R(5[M,9|0,^MDX-M?)N<'LR|PBD>QD%9.
[ZI*H9EOH5G;5).DL74]DE*H[K3TMY"F MQ47.Y44MSUG[DRU37A;].X ":67EN9Q6GDN@Z$9B]UPUI7592^P0K*A;>^U= MUB^KE^V-
MRH[P1V6LE]C@FBP1KM93798PUTS8!IP>K!)GX=EC>|LAUV|])EA MD!?-LM=6R:QU:JW:QM*PNTUFG8]D&L_/:R#, WZBL3W&6/U/F.L!AFY;_>!
M6N#EC*']PN!$PG2BJAG#>YXQH,TCAT]MIYA<<^M5Y7*N]N:2 MCFI*L['QQ*PTU4T=-976QG3OV[2I@A)PV4[_A+XD "?/T1_)A2%M3.4]BZ7J M"E_](**C*E2Z9 -
'JA,U<9NX$75G_Y+M--"-VW:T^TJIA&V7V[X>E6JK(BP" M?-9J2B7Y@)^PU[U3KMJ ?ZW$*?>%N;9EAD(|=LK|*-(HGJYTP2(&_,,-CLF/7^G;L8
M/94LLZHQF'5U4/).Q,J9;GEG#3!^R|W:T:&)ZNQ8M'80;&8Y>Y6&C'WK1TU M|'1,|YUZM'T5XMC M60,WUHWI=A<_Z:_&+F[5L.[/R!"S*'1 V*0.UEGZ8-
F4FYBHXK?;;P*PITD&&0'_7W^/C0IZTE*&OR?^[(;'B/' MEL@ICT+[%XQJ',&XVI"Q7A#.B|%Z#"MRZN>>5VK#!H[9J5SXA7OYMUM"O3!U ME,MUAEFQ-
,MAHI4|5_"U6GE""FWZ^HM0,$N=I=19IM(OI'7E4RHMA|^R)7)R MHK1DGMJ^5%H.2FD9V8S|&:HJJ=NAT,CA|/5W+0G9B3 #)JA;@$LY8@I6E5E6
MJZ:^!|LQLKG6SL,.G++2F&_1F/(.7"(GW|C)B7J2 T4ONGH2?<=8>;=|-(I) MH)'(4'"3,VP7-]AY0Y>[N!'=4PLS]"I>.X$TBWIDU]|X>0WE3=PU1K>6R>UMUO#&|H&*,)[9=:CK.;
[F9=M7-V&)@E MRN:5CR232M1S2&W:D_7)R)(I#DFBS69??)B4$B.)5K1;A0E!G M#[+G9 |S;$93:3>S@U79 X._[@'.=2LG)3#1_0/DR)J!4XIEMQWK+7L,K]LN
M4L*PSK!,G4T=47ANS?C-=KU17[<]1F3D[$&67D7K>*I5U2^3!_4!K4J%8"H+ MU.6AY1CCW&:E_?S [.?'FY8FI544.S8K@BJ=2*16A'%UC.D$O1'(<4;PS3H% M,HUC4[RPD2BV*E,G?
>KH0[H|;WOIBUE,7|RCOT8J;TI*Y)2^#@A>/_V0=).,M4., MBSEJYXYY9FP<>7Q$J4:6FW*)G%)C.5@V.SSK4I);1.KZRC-UUKE-)*6%I*^$ M6&8LR]"AI!#1TD^$DCXM#% %CX(:(D]-
^O%4Z6OHQT$.._W<5QG08CK[:IZI MT>4F=_OL*#@K]LW"H0 R2'^%&.FG5@--^/LQ4 /O$YH@Z8H|M:5]KK3/"9]MH#1!E<@I[7,' M;9_+++G+0HC?O":E'K(F=6SIN#TK?
=4P@PS0'CF>G,ROW&#$ MM|]0H34UAWF,"#O>49SOT3L>OB<9&.TS6#] (9#|M >,9Y)A!IGMTX?I*+@L M,.W!"LK@.B(#:8"9YF|^W) .]?HHL0G5-.:Z:VW[>3%0'(G,'F&
MI8]F/]T9L>/8:6I|=A[|<*J?!W29^8?F8I.$H;"-;V!:32N>M&7XV9E_; M| >=(U@_:|IG'^,E>ARYGP=%NSP:EJ>0$CGE)?K!LMGF()G1E_MQS^'WA'#3($,*TA

*MZ1CPU\6"NA=8Y$U^F+/H&X\'B\ ;PVB4G+VRJ?V4B@#\^0K<-)'6 Z5(';VW@-M2C+&5SU]]Z L8JXS\'A,/_X]?5^F:,SY&T/D=KNUFI:5!R@+!Y9O9N#+F8%% MG.C,2[!*.C<2{@$ZL'-@DAMY>0S,N0I:GG1*Y)3'P ,_!M8RR"\%I\#JXB&P M.GL&C&]"G"M9IZJMRN7T3W(5ZZ)M+O?OK"L#2/>A>-;3",/;E,-+E-H9P^MD7DBMMI94RU$4 M/7"X&S-*

:)@!0HK/BVKI_J:S/>/%UD1CVZ"GI,FHL!!@3$2D%JK>,:?Q;Y)6J M[F0TJQVPS>R-FR.#=# E EVO*R7CZ !DQ826F41WRTT-JS.O#8=.R"[=03@T M.6'O&H.SCRAZ&2P73!-_FCIX&1#,M(C&^ $R^TS(7BAB;%\X1;*Q5>,:S^M MV:-W'BRH[7VN1V3YIO#QHV7D0I1=C\'"'T32CV(|\9UW=K6.HVN[VQ2&&FVZ\MN]P(0QOO'(HCC&AU"D.F?^M:>%

*[5.K57K)L[5CW J M@/XQ$5Q8OI2LK\;3SNI:MVNE!#J,@TUG6'PY1@Q;S(N*@+P; .:/AAX_3$M)4CCG=(B M8G==&$U*<.+1<`|>>MH^A&\Q=MO>[#*$Q.V"5\|;B,(^NZ;A8UPX@\6$R/@A_M,-?C'=\0WC!=1W G809[HUX&088$7]?M8#,+<+<>0TD0\F$'!D PB_L*L@3*A M3OH0=3/(I:\3K 2:/GDRB ?6OD|EPDPHF+;ZK]O:*

*[>Z>F.;X&R,:0M>C&R8K MK_#E]EU-Z^X!UT]^H"-G4]=E&- W/J 3ESO M>(SJR19'66?DB"\0 *HQSX MEGI[KI'W]#)@HJS92N24V_ZAL=CA9%TL^ M\&W_-2R9F^YN?V#)U0MW1"T5L'*O*I&3^$9^N9>-/#*R:X>/|#7(&4,Y=SR* M7I_-;15,. I.\|@RCXE-J7!5X(9Z M^SJ.OT,R4_D_^\?&.?RDIWE55VE>VZI5U;5]U>6B6A7WPE|MUV=^+O-G)DA9 M|UZ3;-M,V>+N#C^^3>3CEY+#X,9,\GE6)M,E"SQU*CM@NK/E*5Q|:6H24AE/"KF$8 MBG<5*V!DFY&4M$%I\"=e6&9=M1CG+ @QRIE[^+_A/OCX\;!-Z/[.M[WD%K83K M?*

*YW%,$TMM|YF'_JX8*3:BX#:SDJ[33&G-:'"K3(G^N&,K)R!-R5"+C@DJ;76 M|$]|UM(HVF5'[;WMWJ5&4^+D2'!2.F#MWP%K#X5E\A0,_DP|OC;E:C*1WO$*M+&^7DN$=- 1N.<1 QN!FI5X=?=>M1LZ@N:!^\>;E,F9Z;&B"UBWBS?,YAW MP[Q,3#R9+YGE3@Y7IS,'BKK;7C|UK,+>LS>(^BS5:10^\\#U4]#;UL|\FT%MG,ZM-N!?*W&^?7[\-XPOZ?-O)?*

>6!X"..3J-XEA? 1ZGYUB^]1L,.\TI@1M:U MP+P1L8^\W)F.,4G0^H=?WW"(74]EBL@H^TY/>]>9HU;SR(#RDV9)$X<0[GI MN:(@48>Z;)L|HV"UN9G=TA6DTX8]L[^[7-[

!^6Y_#BAJ;'W^[+V/1B<76) MG/)DM'_A>0!7(XU#CDS_8 VPGHU&A.Z,I>E0T2$=/_7J+SS|S+CZ,=1|Z:5_M+I%3ZHO|%Y6EOKA>Y/W^_MC?28R1QTJ3%)UW)"?3$P%GD6-]CZC >):

(^.90U<:+=)4)Q)9-:6]D" ^>)%3 M@K|%X,'D.WXP)6%JH@W(7IH8UI;LCXOY9;TP%3F>GZGPW3"3<\B08)"HM-_MW!9JU+,A.]2/@]2UXC\V.O)P]*'7>52L'*

MGBA:7L<=P;55>&H<]=S>,<7Y[(A]_K<###4BZ'7 W:0OA0XL!W:2W)<'EYC2 MKE;::+4KDE K*P;+9YN2]:1AU[CNV!=>]+!+EV&CYNK2^2$*@#\I1V#B9=+(@DLY]1N:58G8Z\=;ENH*

*M$3B=OQ'-H"[[SQ]LVF/GJ|6S\!F8%WX=0F^P]W.=.TS#L^05+&M_8%|#^=(V MZ.@*O[VVJ8Y.SX0U,)$]3B?0HBJ*B@FG_O9=CW='X3#BV7-FZL!9[P@C='$U*

*M9K+W%;!*9!0T-UR:]_-(!<; MG M)Y*J-?6>8#;+%4>V[:0T-IO>83)%&,38%D[91CYS0TR49UJ 7U^.>[^$3 M00ZXV72"KM_YFVDB0OQVR4V11\[1]:DQ,N1>7V2A*

RDU<&42MR"+W;5H?MQ(M)2?\E' /VAH&L>D(>PHCX$6VP)MQ.#'Y A 1X5@[G0X/7U+-\Z$!%>E&PH&X MJ6$E8(;;N>M)F-

*F[S4R7N4%B.4R*UW6L@81]"8!G/_4\0/\'![QQS'GR%W%%;U/[#"'@2SSZ" MW/$]8EH>S+3+S2#!'5!'=M^G;TST.6#4%"63PV1Y,FW@ DY-<:.S(7)&:HA=*

*MYHB<@$OQ1$#,DOYQIL,+Y6_MO=HB;B;Z<-3@L T*VX.1-O3AP0K5C3I04/F6<<(56>TM*)95H;K|V55=TUY"DJ#]0E8Y2,L=?+7C24Z\/-0.EV.R(5[-M08)"0R0HOG-@^,\]EE|@%*

*([ZOL-*D5>*O'(O+!GC /?"0NY_6VQ\Q47.Y44M-M6A7OP[2,B['7#K>+D5SG;T0SJ.O^\P>;]MBY:>DL? :FA5^'M#?8^[G.':;) MQ%) (G]@7NOA[^.__G]02P.$% @ 3X$(657FW#_9% 9I,+M !C87)G+65X,3!?,RYH=&WM7>MOVSBV_[S[5W [=P8)X+AVG)>=[@!IXG;Z MMTV*)-TN<'$_T!)M N^(0N&/)0!K/>M0Q% MPL[%E%VJD$?NZH'26H6|EOL[MD]M'QS^>]S%K=*

*[A@1Q%/?HM_K=?>MX_JNNW;B?^N=G\'W-K8_8U9>W'_LG5_T?0L8*MR0(QG-.O]0B*G21."%<C;W;6MS]'R\G0>KH@M9NMHT)D/Z=*

M)EH.9T^5I.>1Z7HL$^:H!%O|_L[B^]QY/FI:6QKI]-LOM[NMMG=<)WJ!V8A\ M=A**R(=OO3X2&>+XQ]L,*$6V42\A.1EHQGC U9'HL6?UQ/G=B%A+CP=699)T M*

*J8WG_11LI77*GRUG[@&/5X?_9C/9TBGDTDL@P,;;>WNL2TD6@VEKC|<"D_+ M&\'.N!9UD+G!C"0@X'04RsB#[>7MU>?+ZX;[,/Y,;/!.#L3 9_R6##PLA/K M:-E6#4E[E0X"6*

*D)VZ\!71M$U=.3R_=?+K] MKUU;SW 4,ET@*U[Q9M/)K&ZE2%(;CYWE&GM=]E,3R.PV)9\[\4PUM([=ES]YFPT"IV 5Y@<0U&F/@%##H2ABH#*GG7)4E,\|_M: W\-*

*!+/T1Z,LGGB3<&Z>)T#HY1F?R9$S0VKT%3PO M%0BPH+O2#,[/!PM0##(O2-Q.).@>J!M% MQJS3JGGPFRVLCS,WH4]-PN!GZDW[*KVY=WX_-/*Y\ZG-*

#M,[,"4H42X3!N847!AZ,/2D,EH;@Y;EH]6^_|-LK!7UVK*"CAQ M\OZRW\?LQ/CTGOK!RN(3&NM2^<77QOL&A7]W<5E?YT]!8B0@*-OK*6V(*4(*

*MQW@B\R"D(*I."2F(V4.GIXPX.4<&)I*,/F8N$); =%T79(:A]*3(O(HDPNK M\L8,@:;5%L=Q#) 1^;R1_>_$ SJ[$6?!1+ 0BI*$* C5-JH'*A7.O (CT!U= MJ7 G*

&2{P!@011"U#EJR7"V=G_M21[2$PK+HY4O6$@;G<2#,,Y)GG:P.-!_LKDL85UT{fS8-.N[M_=-3>Z[.[>]U#T%1?)I. SWHRPG%W M<.EWT>/5[^M;.!;Z%\SX[5:K.N#Z%[T$KA*

.05%%[WX?'UJV637?!=EWRD$J M0+F+DG=+QCP(R+E!A*T%FTIP9K%()L*C;$;Q8EB;T^LMC#RVG6J,:'$!)V=[1[$/!^KMQQ)2:@YYAW]SW] M[M#]DTW)Z2]0'H-M)

*<89\1D@%*N?2)F:4LAA5R^(YV;%R$+NF&RP 'B5'0 M[37O>_]MHH%'?+1<$"\N0#=2.,O_/&-MX#A(P:H$DR8[\ ?8/DP;OY-#;4IZK=9KL++L#!PCCT&O_VMW'_!I:QLU@WD\ M*

"G@,0N!+^,&?3:! 1NPW,&,K860D1>3\L ^MUY2W0'4I-9KQ# MB5=%2(,"30CIR)#8^SY2G%5+","}Y ;S]HSY$R02+(4(+@KLF:, ";J2 MK-+16*7Z[@465 F>*

*(T$V13@\U$PXW2M)0$5-T)L=^&=#.XTP#S:.(-LG&733!]IY;8&/A4!IR2Y'3H+/+ 5-V_(+00@M$Q"PG4CYPA'T50D8$W3V09O)RO2 H6D891B9T'.IJW?O0$;+\3>L(VL*SF$-*

*\@C)G=C6 >8@ZWG'/E-TKZ-&&XTUERPLDC=&+UWGGXBQ #+R99)#T#J]%YFBDT3/DVG:AHD>0L!{SW"9*54"?%5C+R=6-? WU]Z06/ M:-[OUS;&_T&(-XW88<)V)M,Q:'"*

*(7!]IY6;2!^CA9BV-U0-16/A8V MU(9(/X 19MD%DX5&/5Q+M&=E]9TU5?$QXQ\B0$VW3 5G6$4R3 @;DY9MG1^4F:]0T$7O*TA,,MN0UR&)<`K8B3<)<'K *,<*1PB-*

[@=SW#0B\7I'[)GQ7"?+7CP6A I0#<5(3!=D"V9$H4 MX/RE4@4681/"4@2'!D<$5X#1@L@RJU.8P0S+G"LA(LNM ,O.L#[$/ M-HT. M=E6H=5.;E\5:+:;THI$IW2?4)U|[8+6HH \IC

*O#%>2W*L1>QU@2+ M:.8_4P4>?SO#@(GA5C"- =$"W1LY RB_!-2=4.I.=6W):-D"'"88\41GS94[G MM,/,<*KB;XGY .,LB^0;_/#&0'IX>?+ZG_E4.,;$U,2EQ6((%LSD:.'/4'JQ*

*MFF**=B/PQ I8R'^%)CxI.L5&(3S&K;/@I0H"SA-6LD-0@R^,R@HIY2#N3 M0*.P:8CR18D8;IRI=7^V0 5I%;!$*&S=V*S*&J8.GANY V+?(@U;:6>1A2N4 M*

''Q'YE5OQ0_:9G)2[NI9LGW3&"G/(9@#V90+"@TV1>+LH.Y"'?:()'H>6LM M;H6'@2]&<_"B1&J;0_.NE 81//& G!3_X88+70Z#-8I2H8FKE73'"1T+"=.*

M>^8E(5?!O,"VJ&D%")Y}\CA#+H/4]+WX"]QXP;ARDUHV)+/S:+(/QE/-6:J2 M'[\'E?1O?+)RILY_XCSML2AXDSID/C.0R^X%UGH8KZ(C 8K:R"#78UNVV-;3E M:8 ?

*\05$)'2G4Q@'B<^@#M59.!..1^.P2)Y'QM;F@MRKB;DA;ITSWJ&$5K M:U:=0#80>B33#(&@7"$58/K5<3.T0SZV2//F_1&@&F!*FQ9!4ODS+(6Q;#X MT%(%<-'O'D4S"CPI.DT<--*

*H49]XL/.BX\%SRH&LL:1KMX6FHV,@:4&BR3O MI'!U9YNI%X/GL:U'N3V9%'F,"IV*K&M0J5MF"(Z0^03C82SG#!I< XLQ*B MG*J7:|J"CLZSX@A=F"M'=&L9N%Z-*

4ZXXQ"W7/"F#PK!!974N/G?+X?1JGX'4^ M1%ZSP?;W\|9I2CQ-.<"M@TW[_|-R^^P^[_)%UC9U03 M,OL$+@6PM8^ V6(="O Q-PG %D:+|K M%4^ RA\!'2&UOP)O-/N-AY-*

C+#%'6";JW;2]P.W#?29.^#3 E08+HI&/8,.< M^YCS5B4:@2T#F7:KI"1.!399ZQ|BE+T7C5[*6.G$'#9?:$UV%):=5 #]DNG MFF#^N@*

*R2N$BH(>T$OM'**%M1(>^WA6I/+M4\#]5*F!8KM4==;M"=:X\LTI! MK[*DLBR2@X=`RK9(8:QB@,D40%FB3/L)95 A[C8SH([T&2.?ET94F,/EFY8] MNXQ-S\;& &YZ-NXT++FF0^*

RDC?"E+ ^JHH&T>;$!BK\U"P;@M@5"K'F/I8U7 MG%&A_:+&<]?/<^^_;,]HKMC.6'T3\5I3#'V.^4&.R<%R8SAM=7")55 83;J& MJ5H?@CW;7(*N+,,83U#LAU6M;^CSAE@I-K(/C&$RN

N:'YA0D9?YLFY7ZY"B)'):<44I;$[PVIWW2)@GNW@"@7'-MN^% =N+%R@!W/=L ! MJ1Q/#6T/-T7;7E.4CU6N'-V[;F(BJH7DA)H5ZP>5S(45K>0KRV!,U MQ29 -*

$=N>0]1PHUZU5"]VJT7K5]O;?G'"*I00[_NZEFN3J4B"WYMOR8JVT!$ M$'YG+MWF\;!1+VNM-4VSA?\$8L2QN8_V25-,-%Z!S= ^S!$TR'5+DYHFV*1O M_Q"Y-0B7^$5-/>(;IUA?

*K7W99RW5HH+^@RI3%S#G^]2\2YE7ZQK6XU$>$QU-!0;/NY*M7WH M?]7O/BO*%P^.'*I\2-8. (IX=\PVV>R]-B%C%,PY[PL7V4.P!93&MGTA\OY?9,1W88GW'*

*/1MS8ESK;EY>]Y10;]4"T4!D,O#TS MVS;6BL(7 P1;)<$Z+&N]2< VN3X. MW-E0"?VYGP^17:Y<:[&OO)0P?-G*Y+W3NKW%6P,#\-A[EDZ,=B-A/364&/-4@/W?RH5-%*

M/B#=4L\;0GIROM$IGR/5/A);D:C3.13Y6AXBFI'C;X83W=&9YH4#"U=ITA\8 MAV&I,SM IUR@(?,-G3"U:,C08(0/NP?EW@)ZS$Y>LX<9WJ&XY9.

M\;+7YZW'#N]WIW9;W6Z[==1M'78JY'B"57[9&S_>4\D-XH3LY[@/\Y5]F>69R2.685A_:.X\+%AW_+FWUMGN&.G?Y MMKN?I%5UY>+P3%EOK4K6'WWZ1Z?

9.,CS/5W@45:K]VO:^_]AG'W]<'W>O[IB M]#!BW?K?@=`#H)O1!$%+W(39F]<@LUYR\YT?=#+ SK [\X]H[TT.:\ZI'Z7; M/-I,"33Z'E*.;ZL].3_[>'%YMC[V]RIOP%P-*

*XU]/YMN*6/0\8BQ^7>6*2/+R M\^D;M[QI,,?0Z>(K=1[^^^2=8|$HQT?0,'7 _.2!KP!0,S3;AX\|]V3M,:=E7>_KRR0>)'$ M^)Z1+J973%-7H2M:++;>]2H?;A?*

*K<^9[_6&U/_MXC89S[A?WDP0#MH'AS< M#=!^+O[5%UQOF/=F%U+:_;N*F_GY5^\#-->!!\0PL>[)2#L:_9WED8EZ/D/$4 M3+2,'E,T&:A;) >>"SY0.5)AKK]?*

U#$>&R1Z,WK@?)GO__US>NQ#H/?_P]0 M2P,$% @ 3X$(60W5OHHI@"0 F4 |:C87)G+65X,S%?,2YH=&WM M7&U3V[@6_KZ_0I=,MS 3AR0DI4U89E)

(=]G9@2Z$F>Y'V9(3763+*\)DN;_^ MGB/9>;>$EI,2IC,MV#Z2CHZ>1^?%9/= M=G9+M>RVS'^[[+AG,4V$G+3](N&&G/,ON50)34O!4%FK$!U_-8& M5(H!V!8\MC@&-*

*B^`&0^%Y8');,3;F>;!6-.LLS3V)X>#L<:"V6$[%C:(0)*G M.,BO+^JO:YVC?6Q[?+2?P5^PD+/4UYRB1ALOSS%24NGVBYK[T[E[QF._0J&2 M[%,F>'4"8X5:O*H8FIK*

*<"WB. ^W0NQV*4%CBP3:UQH9VJ#?N,__=IHA :Z_ M)UN<|"[[9^_/3KK]LXMS\N'Z\NJZ>]XG_8N'&^;S ?+|6>7R^[_>%:D?I*#>*

*MW*5[!M^2NHM5EQ=GY_V+DG_CQZYZIU<7Y[UST"X[_'DC^[Y[SW2/>F3B_>0 M.O:@62'FIC=B|(MW3BP_]WND\KM!F#FL'M0:.R9FQ>_FN>]ZI"BX^_M7|H|1@ MHU9K?*

*0%MZKMN,-[7@(QCLK$+^I$;EI*_Y2$"#"IFXMB*>$##NDMKUD#/1ND:3& M_+8#2B6!%,8&7/*$XX"8AG7.^4TF#"9I)-V+/GMBKG^FQLSE6DJ&W@IOR)*>X08#!% T'NE$U*O*

M!7\3%9,3JG_/=6XJV"R-JK,)W_+ 38PNFQX-1X+G!Z/RO $"}D\A-RD:BPY M&_"*1Y7V6&(*C),]2[5%2FAZ83DJ=4Y!X6I=?! D%&2P)465)*81G!+$Y5

MD&65EUL12'G&C;%Z@B0Q>$P[ER?!NXQ4 :&E.B;< P4B(2.\3@3$4F@.FD"< M3L!(T9"8'/^9M1]SS8M.<.),!*R"0COR5C8(4S09#QR"F*_@&ZA&$QS!,T8 M"2?*

S9MARYFMSYN#9=U\VS@X;!XV6[_!-TCTGPGA M3KD!RP+L7 !T/R;-\$@>2]V(D'W:I7$,'@#!(5IW# 2F>NGXP M7YVVJGEWH[FDCC!%W#4#?:5PA?A0@-L"78R2@E'K% V-*

8O]@1,0/CIT#CC% MGG#$9O;8HP+[YQ[4H.#0A;<(3,*8&%%E$N*7A6FY92817[0PL>1\^$O_!9R M%(15@_:0JPJ@:/PA&=(?A2!G-/S&#8)D8$_W3+OR9@8/1/O8FOIE-ICHED*

M?'^Q@H1EBNIV$>YM /ITL/,M:YZ*>-RYL.;4PW(5WEC[*](:lV2)/0_P5Q@>`MJBC*-<)W+A9;Z"]1QL(=?+,%O9@(NOC7U[K){HIP#-P#[[$D5Z@9 ,);5)[<2|%V(E<2LS'X N:9Y(,W>

A'A <+]2KX%>%+(UJ[291H+N M!G26),);SM(PD@02IX[-" R&&R1/ %EC(-M3:/PS6M?+FPCOFW%8B.N0& 7;]B\'X!<|IP-8-^]-2U(4O&1DDA'2HXXADLI M'10O?

W7AGWB2237A\'0\5-XCT04 F6^,"%LW@'FZ<$@AQ.1,ER, %;Q^?9E M>3)TBMZ#@Y?+EOM>CG(^:-56SG.ZH[2NJ+.&MGA-OX2L^4L>YP!^_;G;D%!70Y.M:=_#;6+ML7*

M0B#%%OG0:%6;KU^B^?8MNT.F5:TUIQ$YN%^D^7IY)/A%+^M>G QV"Q32Z&:@ M59ZRH.!DI/YTQF"<((0=_J;M_@WPQGJFKLY[\41RK2[2S@@#/$A?"D!YD$WA

MJXNSRD!"0XE;IH?>5,"9}JDYX^@/V4O*F01JW17#BM0&8YMP:<,R#W#YUO1# 3^M:BN#*>|+*U+|_C-8=-_I,+YU<76?@[3;IY OU"+O$ MAELH/L58B&)/\V5EKY7.*

K4OZJDC;;I(/8)&VF^?66MO+|_M#VLE0\)CT;GF4 MXPMV683HR+=H[V\3\6./E:-_]EP3_!U!+ P04 M "-}/@0A9=/D;+ ^ (#N/0 #P &-AU;:W/: M.!?^OK]":S[J368P 0)-

"MG.T{3N9F8GZ>8RT_TH[&/0&]GR2C$_OH}1[*! M -U]^8H=#X!'^98=66 GO>I^"O7]U<;CK M+U%@MY X[*MHPHR=2/AU*^%Z(-(VX[E5_Q-)IK3E]>UD/(I$.FBS@^RFL^6F*

MC<1H.DDBP1#$8&C;M6I+I"AQN(OWG5Q62L4]M8$1GZ%=KV6VXU<*K;K;M8Z[M%_-RG[4B1@V"F,V;E*>%H*]6U^D%9"5X5E^+UQ?#4Q,8T"+N MT(-{K+#=BQL$

*(XI*1(IV8H^L(R:VJ:!BV1W=<.]8.%M1|@BA 5 /TMV>*H M=WYY\N'D]'MYI[/*@WM_D. MZYX>LWHK%FJZN3HH[Y^SRlOZ[:lU=G9JW3)SCZP^MN] M9N6'-*

F+W@G6/S5Y>]H[G<44V17#VZ8_>7Z4%&[?: M8^C9>#P]<2/=E1/8+"3"NM)83C[R"7__%E56 C:BGC"[)#;]H(MR+6'DAOS MZQ;JE

*0XT@8@(0%ZGJA7!GJKW$4D3";Y!U+N%FRUQ|S0Z0I4FCBAP%BN;E>OEB:= M"Y.^RG[MMCCA2P*##?D(F(;1@#%$" =AV)\Y[@*TG+!SH R J91]4#IA|5KP*

M)U,Q.^+ZMUSGIL).TK#:F<'8OXL\F]@]+4P:JP+C-ZCY2."23)AUZD:2X@& M4/%HTAY#D4)?*

F2K+:!07>/IA.6IU3F@PMPZ6!"X.$OP2@LN6=F]/@9Q$]@TM*'D6T!@F$0H=Y@F(I#D=-(M . MC10.F<*L%BDB$8"]@Q]%20*BN-M/7=?I#$Z9&X%SB/24.81SHD(MGX-*

*:!=DARGC#@GS@GY8P\\6I-PM*R:21HX@I)Y(\%#&*>B6.TZ?D)LA MBZ4:FY).&@:(68W5(N/TH=<;N:S.X5<4RBQINR'&W31J ML;+V4"_2%C)ZZHX%QBG;783H UD5/?*

YY+E'!% M7&L,O!:NB,K?RFH9DH|G6A^1N%@CF4>]:3+O1>*;RT4XT*TST7NH02E=.VG MX%-! 4(WP:lQ,$/+=TJQ_5:COG_PIOFVL;??W&^T'L$WK./7A'#'8-"R"#N7 M\-S-*

B0KE8B/S?V'4%+4!\1WL9)/LU2N<0)$VD@8%VA0"E(W#]6CLQ U^8T M2.X(4^19,]\7BA!(-P6&*]3%*'DB;IVB?2,BP;6@#0B?#;K F!),N:$,S;D8 MX](Y%Y;4

53(8ABD01D^6!'FDE,TQ6TY)6:9'H[P>>-|NHQ_]8$$\;GA>(B> M),!M"/D80Q;7DY#W#B%+O+Q_\+DW/9'2(Q$1Z[A1:#]-L DF*-*Y"C>@8S(3R)88WH>HL,0&<,;3#1-?*

C(GANC"Q-^(R=_ JQC(62 M&'' S(]"Y[6Y3R3TEZNK'TFA"L:<$WSG MBS(%%]&B"S7E*1^99I/==GQ MF@RYF2:K%'<<5R%R=GMO@B6$R;%-I MH[H6(%.HE49-N5

*XKK(WJ9MB3'P:TK'?!WB$C)?0;EW566C_$%L M*3H(OI&Y(FCP"_<:F,,,%2V4<3DE2\3 M7B+3>]:ARKHU*KJ8S\4:?7<%@0LNUB#TW,>K MB_$22;5!/#N>*A\0.*W&*

*(B,^:E5>'O6I_'+[_J;6F?A$(]U M/9H5;*2CG9T^,@C03B$ZUXGZDWB X,*Z$Z>_@:;@S!5X5H5<,0(O)GAEH&[^X MF3+1'<7T<[OSH:B +E>G-I+W3NUR?"&$4M%MG#=;U6:K_K.*

[0fJC+PBUJK76 MVSMD]]UO;MDFF^6%L-]+^Q=E6]Y#Z/+P>:)6G45#P+78_G3$:*.BC\]YN MN]\!?;*:AMQ5:W61=D:4N%%4H#* ZT\B%N8NQ!#J(K/-7USRJ*

MBD18M5DW'Z"O9 <5U[@UFG/@7OD\-P:<,R#[>FOAG1_"5,\G[2>#5N$BRVU5 M&ZT.IT OHEBJ_(@TEVS>_NPZ2H#;ISLBS^G)_ 2&VLIQ%}D"(O:V>MI0^I

MFY#TK$C;^,YO_QEM?.?&6AO?^>TAI6@H(&8?IGV@,__68]Z W]-VMS_Z0RVX MTZ4]NU;O[YW=A*F$-CYM]B"':ZDAM:.]LJ7E'M(FFVMJ9WP 0:HB,=LW>K# MNE:M?*

P,E5$]=K#O)%YK;BU^$7MGNA32;?D-ZUI$Y(\)M<3'Y<)>^K?WNl-=]SWO?P!02P,$% @ 3X$(6:UX6H:@!0 5R0 \M

!C87)G+65X,S)?,2YH=&WM6NESVC@4_]Z_0IM.VF0&@V1PZ:9H93NIK,3 MTD!GNA^%)8.VLN25Y #[U^^3#P@$TF.3I=W"}!S6TSM^^CT=SVY/3,POG]V MA&("GZAMF.'THO?

1:=2K7KN6_P2!6B'1'DDR1]K,.7UU$&,U9L)'.#7R%Q8G M4ADL3}!@0I@8^^@LF04'F5K";LM.1:MC9.*[U1830/GVLML97O:OT/6'F\&'SM40#?M?#\PW$^3{0\4[0Q^J

M@V]WB@:l.H,.UVBY%=09HLZ,_O6P]V8/50%5"=Y>X+Z.!'PMQX:=&Y>=ZYZ-M Z?_\??>'ZC3'=]6NNO6MR&51<@$ 95^L]J- [7_7ND!-PTW7XI>H\ UJ5 M\$/0T#

IT)29"3(3BMZG6,&P\CFZH78Y0#X5JH8>:[S'LD(=;'Z-56IKJ!+ M$5;1D>WTXOFL[GIAT)5Q@L4_TF"8Q1)E6E-P!5)$!5XV4/O4D%1 SA<=^M- MA#6&*=DZ8/E.QK0,%7,,(*

3"X)ZLW""Q9@BL!$SK:W3\&;%"3843:BBX-V*.M.WD$"V_ XPIZAS5T&RIZRP"D"NI.&(U .U@S[):B?A2QD"H;]5551%!!<,VP M"+XDJ=(I+/+

(2+3,3;N>G09%:D)$F.C$0$QWU0L9R\Y^*K$194. T9IW/4 M"8UML>RL0#LV%33"&K2 Q_$'3D"1 2M63UMU[_3LI'E>,YPV3^NM9=-M+.1.X'XCRX,/.2\SO;.1R*

*Y[KKFO<85H@/59%YD8IAS0.@<'<9M$BO13]*V4J M8X>V?!L4[AECNY/2^? MG)?U'XF73,!Z$...,+8%@TL$KF8*TF+F5U\P+ZV_*S89LPY@FZ@'W-@KTZ*

*ML+J2]8J8P"*TUT$A89EJNUR 5.IS>DM@6693KTWJU2VTW;@5<&"\FN>'Y=%N MP=.'JP<[/8MJU?C<.Y!E9V$\XG13@MK5,E"<3*U#]] *_EMO!^@F4^ IFU$2*

*M+*A8!3(6'8\U"">.^IHF&(9FD9O9Z2S7G1V:P0%5GH?E&@Y*G)FY7_8OA$*'*-MK#*_V:HV3PXM?#5#MLBTJF[S,R*-SXLT3|8MP1>U[GMQM,\&:(3#3V.E4T&< M(ONB[+4Y^Z:*

*F#-2%'_RLW?'7M@0]V|)P?68"&[MAB7$O"!43K(%?551;,A$ M=U!7^-*9YUNH_ 8HY:...H:9$YWEN\R52L.&<a=P#> = !_ 1@I:? JK7<__1 MJ+6H|.5A55L)A* Y(ZCT_6=*

*M*9K:X>T30#O1|F=#!0CS!)[M+X&K9@1PND/ MA]:|2M]^27I2INTGSO|@D/:3YOZM_>3Y_3%MR^V $L"=$/[_A._1M6(B9 GF MJT$^?FBM@D|;77KRNYH|?*

0ABK6B>X#%UA"2T[!.P4N;-*L&$J;Q\:\MB:2Q6 MB^9ERB[/E)N>-ME88J:"[.8QE,WWE?_C!U&6U>")6LZ2,!SY%@=`X**/^13/-M=:;;5:=?L8T$7S]JU[(&B?P!02P,$% @*

*3X$(626/HR:2!0 2(\ M:|C87)G+65X3;')BYH=&WM6FUSVC@0_GZ_0I=.V!O&.58O>,%I9B@E=[FY M"6F@,]V/P!)!5UGV27*_OI;R380(.TE3:,%283L+72[CYZ=E>2W9[HA)_*

_M@MH3B@E\H[9FFM/GW>G47?K[:/B$@2.2HGV*"5SI/2'9;P3XM.3#@3RL83'7ANBPF0:\|!NY7++*JDX M%=11{#,-?"_38:\)T6D6>*%MBW""^#P8LH0!=$6GZ"9-

L*@$1ZG6:0*RFLZT M@SD;BT :G4:;Z5_IB5*>RN"%9S_A=,(T=52&(QIDDCI3B;-"W;2P>)1R$J[9 MMFK.JR[H&DGVJJ:P4(ZBDL6A\7C*B)X$,=-.!.)4&$-ZLPD;,8T*J,TP@$3V
M7W'PZVNZ[P%%! 90^9RPZ/9NAI<7E]W.\+)_A:[?WPS>=ZZ&:-B_/S /)LCS M0\4_1>_=@=MUT:#7M_.:+,>,D%@R*#IMAJ-_77['BD .8T?G(H> M :Q+@>!"T$BS5*
ITQ.D)Q2]R[&$:>5S=$--,D?0>)'*!/F>\PZE,>IB^5LN M7%)PD,4I]*.FH$I*4%4F**_L@%10W@ M<-VK-VL(*Q0S3LG2"$-X-*!1+IEF@"<6!/5FT02+,46@)&%*&:OASX@3K"F:
M4$G!O%OV%"XLS &3:ZC'F<+H&G/\^7-:0]T)HS&Z8 *+B&&.^G',(BJ-IV:D MTJ,:@GN:Q? CRZ7*H<0AG:)E;+Y\X1^?A&5H@D.8I)D&EU:E2QG#SG+T 98C M+*AR^C-.YZ@3:=-
BV%F#=JQK:(05C)^)G/T4:13@&E,@S7NFLH:<:S4ZST@ M3.* A]JAG";4!!J0!N#?NUVP'<,^P^_ZZ7Y(F,HXG@,D$U(,$6[*9%@PF$;AK>5:1%C-3?$"_,ORLF6;,.8)N
M,#XD:&C(@+"J9GO%B\0- Q)FAS;5 J1R7M [!999G6HMJ;MWT';K4L"!^6]> M[5<;FP5/O[P^>/#B:AL#OS8_ZVN1>\V/*4Y>N%98-!YQNBU S6XO'*624&D- M,EL]L-^(.T"W-
>>LADEX8**+I"Q["LXSA3-% TPS UB]BTN[-B;+ME! -D MI?T34[!1XDS/@ZI_*012Y#;SFRVWV?+W[:Y2DSN$6J[7.ON*3,/U&E^3:1YO M*(,?Q3'-!G#("8_L)IP"0,Y(4?PSL?\?
KD8\B>Z+18 M::Z0>^M\[@!< 1!].UK0\E-]68>/!JURA19N>766QGXD')&4&7\SP#ID3JZ MO5';!O NS7[W>7J$++%#ZSYH)8P03G\XM#9.^W8EZ4F9MLN=SW^.=KESA]8N
M=SX_IMWQ1& 5P/^3NP?7DH&C&7BZ^13$'*4MVSM1!!5!FTWA(FBQ-W*YL36X?F14YA,2%KRY M"0XA(2$),0G-W;LT@H_H'PG^CPNF&4!^!_ 5EQ(7AP5PBQP'EQP'TPY@PCXG
M'LY?!?"O@G,+]S8>/L$=0B)B;(/*>X!;.+BXMV[CXN'=OHT]ZX<]#[A-CG?_ MD< S? H-4P(69TK!#Q%I=UB?E[90:0[OLPF9N7PD)*)^0$-+]YB=@Y.+6UA$
M5$Q<0E+N!5A>X:6BDI:VCJZ>_FL#/=YY>W@&?/G\)_!H$ MCXSZ'AT3&Q>?D)Z1F96=DYN77U9>4?FSJKJFMK6MO:.SJ[NG=V1T;'QBO6[=NXMPEN[,*Y M]>ZF ?
EMO$<"^/>?:1"8.E.P"'ZX0_D\(JVTA9!52'.?RLQEF(B:37CI\<&- M:7]9]G]GV,?_)\O^P[!_VS4-(,'%P3H/EQP IQ><*:_)^+B(FQ.)=!2[##= M]N<>/7XAZY:6M4,C/9F(Q #(1:0Z@;;!-H-
I?;J:!32[]Y97K!_+!.->[&437!O7<2#3RX'362!'(N.NJ<^@'?1#TQT?[S-UP M(676I]>SZ9G'=&WB;0R@06]QO- !-F[4N2!G(F656";);VEV9_$L9$O?5O5\TJ[D*^J!=R^NDU5_'!VF
M[!>9&@A*%ZJJ?4W+'_=BV*&B%&(;#E0@R;0@UYSHBAQ/^@CG3+WU/ZYRBHGJ MP+#L*/W:R:#""O?V\,:WSG2H*^C'L7K3_(7(4M#O99EOBVCW405"S>("\B?
MHDDR8M;9LW:B'L&U/I^>[4(%36AL2NG]2A]>ST-[5I\ X]E=\2?67S:C[WF"#/X(PQA=2NT4PR_L&D#D1NY. M%%*M,K"S GKE.4:TE-_UG[9Q8N9!T?06
@FPN/TB%5L!L&*,I_3X9PT&F!* MP/^_>GOY/=T?2HMDX."5R4IEQ9QE=HEM2YOB&*_RRB U@RQ%SN^FO5G3*:9: M8,_OX/OZJU&1*JZZ!8[N3.#O:TJ(/;N=8=+D9)=:4]/#YCL$
#=4$G M"9&I,]?F=][I/*?Q'W&[F=H7EHQ*0S*/92-_LH=1/X@)I,=?GZY/L6MB#,Q_ M59<^NDOO76@Q66G;2#52T?W^X[A86&$;VT3OBZ_\N01#>B^12Z%V0
MU]'!_FX9/JQLMVEO.-]U>M!NQCIHV5&>!I'1&ZZ4XYKU>R[O]:*"UABYRE*L MG*0O6.KR8.A\ZN XE6*RP;NX:7]YVN97K>F]:C1N;*1U#9QDNQ6:DU0AKMX M"P.4<,1)YA>
[N0)EPR3"'-;&*% SS*%O9?XX33H/S93EPYB49XC4=9Z=J?:< M<@+[KBNPU#;A>R:KT%TSQ_>4?U*/%4KLE6JK+!.^6$ID&ALH*SM8V5K)Y[Y MVDQ/EX3&FB6S>'1EQ[[U[]#-Q
%3:@'20X:?XE%J/"5,,%#2>'HS TS!E.K8 M4YJ =#C75\YT.#ZEIB8%'$"SZ&JD%G0%8>:USA$7M"9CEB8SW=,\ZVNWZ@65 M3%?M)?
JN8ETT$*8XJZJFJ>+M*UN)%)HQ+/WH7=Y.PHH;]<:8;]<6)!'Y/')2KN^SQ+B'@J@A#V!/CV7$G>LD MKM#ZC<\G\:OM<6$,@-2VU@6'JK;\U&,U84Q;AX8(@)#-MD14ARLEZZ-'I;VN
M0 6I/:5QU_<2LF0:.HKQVN^_4#L=@Y^2M:8E3-".%98"<9'X(=:4*28##4RO]T6*IBMB%+ICF=Z=J3B)G3R@\UTGSH4+'@_*'2.>AW%3 M_9P]*C#- 5]V]%-
ZH8=*#L[%D'^@IY7,MOC;@V:"SKERL$>O1'=,@JE"*I! MW$D&H.'32?9AQQ?O8ZK,@RAF)K?US?8C$M;#UL^DS;//+4O_2&3EVN>$K<^Q M!P6PAGSDUH
\U!U.>9I@MVEPDVHYTS]\QGH%CS)I,_/6\,T\44S@>E^AD;+Z MLW^:EQI+C>72VB#&?7[O'O_Z]7HN2")_(YFSW\W_[E#33_?/1P_XY0)AL&=& M1(<1I^YVF2:KAG(L9:6F,4S$?
T%OZ56S;P]W@ G$X\",I=8^?,RMQ1UG;Y_)C2.@$ 3#I0^%*$ZL-7AU<1"8;/ MTFWFD5$F.F8(9^EJ9^<0Y,LZUU?$=.XJVPX5?GTIL:?3TC*7<(P!?)UGM*UO MD)^@ML691@:PA1L<-
?V9V3L_K,8 FA2N@(-Y:C$&3%X?NK008"757RBU0(/- MQM&[WXM?E0#P?1!VN\!V:<8GQX/W9D"_^6X[>,B:BP-.$?9:W^YZ:$1/Y/18
M5;"JW9ME#/&CC,^GRRZRSYRN.-7,Y]PD7+T&*B>[F:V>ZZZ=/))7;"[TDVN? MUHTCF^9;Z4;?JJAH0O^PW\HV4+GP]%Y><%:;B.E"K MVGU!PBXG&9Q07KI=?
J4ZDC$82UEVC0]*>O:@0T9FALQ2V'\UX*J@)Y1S2__: MZB6*6N[SSRJ9+M6#SM!GP 3,=*:HFOBCNDO MP?S$0&4"W= !&/<(U66R/S#PW&&S?);/(;7\4[]T,+UY@4!S/F@_8DL< PC?
M!.TM%BMTT%UGURPJKET]%BFL2K' M6+6D[1UQ]RQWP4<5&ZMZCA:F0_&MIKV4Z]N3=;K?PGQ=)P^I?5H9VT= M!2#3BVGDA%ZQYORZ!(T[4?/8Z/PSN\\;T:P:5ZTM]+#
M(7;910B3;8J*6#$2[>1[]#@*$_?!&,;E8DUM;E=[Z*-=F/J\=_DTU80T@[0 M0#E9A^&M2_\VV84]"[UH:W9XW_9]&7$+&AN$]Y\39;6O%R(MM^0]@_[T0G,J
MQG:>J(O4'W23G1J*'&49CU8:]O,Y\V;^^N0Q2+!?$,9:T_=UZ4Q\/DHV"#^F MANG.62NO!QF[2^D<0@?%6#F!&Y&PI8K%XE"%?2Y)S/#Q<8&Z.' W-VN#F/Q9W=_:(Y6+_5U,3LKBL'
M)99WNRCFABN)T^M6?:G(*$!NT6(6DR#'".-< ?A-/^N_DZ^S)W9V?W8S^@1 M/?4&M;F R^KN3K_MH6@J;0 _'IMSH7,^RV<=&H 'Y<7Y]/B:[COKD:7]@XR' MO,T:\%?
CACM*,ZKO^]TY@PA7R X-HA9F4!2) MMUT.93E9Z?ZR]2H)P!PRKJ6EEL! LBWI./MC]K"@C^OXLL:^6'Y2+AQ1G2O4 MX2T66B':4&DXHU]EI-""FV>P!"ISIQB<6L,
&J%S;\JAP[OE:=WS1X=4N<]S,2.&ENWUT4@G5NZ"<= M51N4C&]C9I+L:[?[MBM5(3W ?&;D+R?NE)/Y'Q@ J 2V8);GV80&UZ6TG4]& MYC[$TWV 7]"Y$_P@))KV-
^MT&I9[LNNGUP7-U7*7L(TC#_:(0CP+U+I.!]$? MH5-0'AT\>=^\'V\.2.OIXS3 5+_<@UZ]TQ].ZB;"QU(GQ=<70QA $,/IM1/L M^O:HT@X+^[G9*O/$\<+Y=0 :3>2R3>
<;0LZWQ.,)$%^OU\>!UV1B -UFH^A: M(M3CV,*5N@SBFVG8IK2@$VZH^7K MD=KGZQFS**"VVU9-AL\E5(7I\)+@^H1;7T1**L^WFL\LXB IOSGA@!_/SA.F M&?
YR7'8"J<_S%L#0@Y#WL@LQ#!X[7(KOZ9LW8&QB&VZC]3+64-#LNE7R1!J: M.0V*>2S8= E8.4)(CU?6S4',CKJ798?3FG$O)CP(G.%N9>/0?GBQ)?O.;>^' MOB_*[WZNB \L?
EJ@BY8>L>J*@_!@ %Z*:)WU-R0C!R-57G[4(=3FK]UE\D?5 M*QN>3ARQO3\Z3+9;W((\M/=RM13LDA98KQK4-C),SH^
@;/!T\WHTI//"@=X16F[AAT(ZO?:*P>KN3KQF7+H/H6K(-2&;9 M9N[\1@1]KX-NZ0[S>DQ"!B7R,-ST+:4&&)?*R[;HJ[7Q/"02[&26Z"MU()8 M)B33)K3-6"$!
]BCVVY=BH;.)=+\TLXUZ#YQGZA8?Y-^>$NQ^6&'B>YM"_H MR,.WH%%F#* X^&I[QC[P0ABV"Q?0MY2?,&]9SH*DGZ=C))WIEOIVW\X@A?U"3=(^T_1!&M/Y$EOFWO-)T
M"]O\-9Z3V+MW#T9I'2RM75Q[MM1#<."H+#(#N)?J1R9?KGBZY #[Z*A;WSV MJ^'C@2RUT+M679HA,I6MH)].,.X#_[N*E",SO64MK/(K:5KPWF)C@GTI!LIR
MNHBS2ID^X9IB4&LC\-++$#A"[22K)TV]<:D*43&0#.'3]='&"I?Z)5NB9PN MF[*'B_^:U,0 "H)\5H&:J;JM7PX*8"&9-6>VU5)T]$I)6J1%B+L5[A$B3=@&W!AE?P]-,WFN;;I2-
%#\J'!%5?@R MMI9D\G&1YZ7:"-_T6!?;0)./%9:X%GZS$L7-HUJ4?5Q173E9W+[97%'8'#%& MT5*4W]-AXUD#N1_#GA&JZ\/W8=F'Z=YS@QF76I0\DGNWH&#:YB1]^5 E8H-6
M9!U&4EA,BN =)F'6/SENQGH4I0<^$ HG#;] 5HPM/.[2(U TI[K30)N& 1"B M/V-3F_(YW19KM&40&T3G/>N6B>CDL ?]5@SVNAY8M IWF&ULPMI^J\NAS("K
MX<%)4N:\2*XB>X0L^I_C2# M@6!-R:8X8*,81]N#TBPF8.0#)8IXT^V2BX_="1X@(;(TSW* UUF76U\F<:B]
M+/P'SYWIOLAZPJ:MLU@/DZ!YS3%"ME@2);*F,+D:AW?'Q[8(THK:4H,36G]C MTR@OW:2T*K(U,.Y$^#%4UJZ6KJY\9JS\,\^X7Q03Y"#*[-5]GFG:4[BEZ2+E
M2C*03.6RQ]K/(XU;!,E>H7L*VL*.U=1QN#Z;V2A-_AJ1R@W@9/$E(\ANV" M*3"3%,\IY9K;B*S?6 6#LC*;L8%D+IHO%:T3Y[W<^*VZ\N,N-=QS?+CV"VV_METFH-
,5UXD/U$J.6*^=3QN62/+EH8\9&DR3YBN] FP%:ZPA6S_%NA1;+G0X% MY3,-HXW&2(-,-]D[&$!$EPH&X(L!;+(W3.E].F-%*S"(71]A *D)IW8[;5<< MG1O8) ,<.EJ PPY6[-
'77L;>.1U/SO9_8@#^]<4E[2#?DT/0Z0M<5-ZCCX;Q M+]0[!Q]MYG.QA*Y'FX=<28[OL;YFLUF\[5+L;S<4N^2^^:KC'2UH9[U!G<0)[XD!4ILY M/#;F7;!+K?
5[Y/S#L0HKD.VG[W^VNT4B3.3G?K?XX'8(FXYWWF5668#JE^ M+I3F0J>A;0:/"X&:&D;=IX+UOY&_#G&A*Y; M]5"#6K':N=GV->5%?
WH]Q+SBVNM^CE/UE)%Z>:U:/=.YH&OHIN#497_*#ZO(M$8&'>Y#81149^V-7)X5!*8KN30*J]>JY]U*)>A5;][ZZ_7B!2Q/D>JY['K*# M1S6VT6?:K]%7^@X;HO
#-4];J@VF>P:P'1JJ\%U12_\&#"#+^UGAM=;+BO'% M0X>,69QNF:ZAB2GOB!P-Q<2S?-4B,9I=SYV4N*J)'7+9-\X59$:3/YOU6Q@Q M@(8*ZVW]!,=/PG.BSI+ 'F80EVNB[K5]"
()NQ"A;G%YZ,V? J8FC7X,?OS1'$0%V/ECL&7'X[YAC1\4=Y,OW1Y8S^Z%4A%B':YY'#3KQ+- MD 5_EC1"N)*H$F4IU?=LVMN& K=^=L)0V2)/4HQ<=4_"E9[R\TMJ%0PX[&[D
MT/QF:V\^OC$.S$K<@0$<\LY>$QPAV'$!>D7_YCXG3$HG90M+5X/$0FAN46D@ M!L"J$GB)C<%G(MNH548J;,!FM_T=GZB+M5]-;#VJ[&=\,_5BI/ MM4>^K=+Z/0C*.T@R>UO-
8JID_?23^10.6912]&6P3!:^D#$J8/('!AOY?"3\\I+'+16\>% M+)(^>N6JS@7$Q3G!XI*NY7.,+4MS^G87K_0(&*T$F!E^-+P>/Q_Y%W]9DL;U M-1VS+.>-
CA##P8I9U*1[0!@.8:+KL;#"JVF$4A=8K8!W8MAVM!0T)'?CTB/03O\(G*;-_PP MA=J6565"+3(3S#^?2II &N; MCANOB"LFO%X7K3YE@':+5IT:'A:O+*W^N3M[FY^61$B-
Y.EZK8;K9^B?,X3 M>7?O["CJ]*\S(5J=+I$(G<*5=*2:[0E[]4]#UQ86@40 ?AF'K0[5/&QA8]@ M!J%4.4AMA/?X\MDMOEV77[,QLMGPH?2H*%XMN+P'-@,Q Q+YL^?
**Z5(:L<*F'+3N()_S"[2_G^=TUQP 8 MG9E.% X12>1PR1)D#DOCAR$^W6UP9;2J*PU:VS2N&OYDUBI:HW'DK?M]O+E" M+9Q1[P!XDZ*QKJRI8L><(#'T)<\2N6%G::_8GP?
JCC6KN$5^#W.P42@Z@ZYY_(SI@!Z.B<*MH>L,C9_!N5XZ:NO_K/DG$WD6.YO-X4B M7]DA/;61S[/!EY.QCPAA[7HU'YIOU;LNE3#M?XM"MR LJ(8#S\@(9*(\ MDR&M<,
[T*FGU8K5.R(/8=NH#O\3T_H=.^B<8@'AQ6125(#RR7"3#0-LJY^[P M:O!^FSKK1G6H6NIZ53WO8G 1L;YA#Q_5T"/-5.])+WD[*LXNK9_%T* " D(9 M6BV=VUNQ^AA LLI508?A%]-
=Z*P#Z_WF36_!" BKY)_JZ)>=V%AL*"S=#?_> M3UUJ!D97@N:I=CP(T(^QG:/Z8=&>X>*W&:&_A8FS:H?M+1@RB,^==>)S^JCE M=2>EY%/3(V/J V8H) I#'4TJAR:H:UZ3);Q4#Y
!7;LCC#C:82AOV.7@-?"M MC(AF>C!_AW:TI*K&;*TLLVW*42_L4% ;5]7(C MD/FW7R\(F^'.V!A5Z5DNT>A\!751CR(7#.W58 MXJ!RE;]%I:R+34'@A6L7QS7%\6C%G$?Y EFJ2AS!*?
4+6GH5:N>DKS& R6?: M:O..>047'%>!/%B/I2)2\ZY$?5?_!M& JI&_85130I!&_0M& M'4 K6,TY)[(T BN*NEZYVA[O\Q]>L:IK]ZNZ\G^&'98'YY-5-Z!: =N%'SQT M/+L*0-<^.4(XW("J#?
9*2BO#U%[T<,HR4,LK=:X97YD=QIJR!1$7E-64]*_< M'4C['C!2/],!>9 \L;7W-D/0L(8'F?%8[4S;$K5"T,.7M:Y-'YD@(6*EIZMU MA/L-[%YK$E9XYRC. M<^1,GVV_C,-A[2'?:W
":BZT2^H,MXN5"AS?A8@%'&?0;'6-5*_%RF5(9<2/ M&29OELNO<",52K.5'4G.!.418?%4RS]/JT0+5>H/7_AI3ZR%AZ"@@NGR#^Y(M[EXN)+FJ/$Z60!;,V@ W6PT[[98'ZS/;#+W+5G
3TI\6">=S- M2BE69YG.K;H0HQ-5V_#T1+>(33;$(+E'Q0Y M9_!=%OZLTR=#DTUZ\5=LLG--2:80L;# TLAE*AYPBE8_=)- MATS?4()R.,X_524H1;!2E2\5F1ZKF '?PSQ4?
Q/D%ML)K44<_RY^N$U)K[NM MM>"JK%/$EU[_,\Q37]A!\$X!8-)K7T7X3T>Q2><%[WI5!C&43??;RX#R(W?O M6O>*E+JOZ_)\!J GX[8T)?
^[H.25\5=0Z:"$GJ9^8K3&T.EVY)NQ>1/'O&H M D@E"L,9;LW3U$P['VX@@0.^!#E]N9Y?N%17&)H&5#T'[5 F]PW]$&V3I:39
MU#.H#FV+#>)$]Y+A5K.,VWNEBU19J9+9=1;]6+ZK[5^9B-3I34Y=3G'DJJJ! MOQ$T=UJ(Z'?*L?)KT#\:MG57& $.^7&UYMJ<%N3:>IQR/R-]?Z"W/6K(]$.5 M3]#9%$RIQ<:9#@>
MM?B^1L_=I)6ZKW85)NGX=P+;;?VONPA$"W?WDSG^04;L]/GOH3&>Z3)?ZLF7 MA4/^E-.[/LQ;$+']&;0\!7H)88G-$X'-OKOOT,=81"P:9+YY-B4NF]3;K"SU ML
YJJSY(M7$F,*EO%S@%_7J 3A@Q!,/H5ML]&F7(U#:,X^CJH_U425IC98#% M@2DK'XPQ@/0)5R?2LMFOL38_8\4K/GX* 8;8,OWAHZ6]QC_O^B5+]=>'9HVB,9^89T%8* M[0-$/D_68#-
?8%HR=-/ZE&@B2+E$VQ6C0(X!$!TNH/TAX6=Z'AC T2%J5L/P MVJ'*-04I[$,/N@)V$UPU@-84L >@C2T,@'N7BS +53N8ZZ<4:$YK6K6_^[XW M9S6(<#
/P1JC5QV_[AH3$4QA'!OFWB)T5_"6:-ZOT+TM(ROQ9A'D&]OJC@'# M\NXNG>#(3Z)RACF(D88?V^VI:*,#APLMI?ZZ9/!B5Y,4O0%F&%99,6
MS^!9[M0^XBJ4FNDO[R+@AV3$]Z0U3%/^_FM5X_ID&2&' *(?HAC [+;001G^ MPFM']--W"Z@6+-,L(AJ8O$/'< +;N$$O';5E>7=_?,_>XX($M:LOO*#MU'SS M+.,1RI_E-
@17QU3'HV>TAV-H89_GQU2]OM@4_(T2A)J#1107NOU747GR;U'Y M%IBZ;W(5,@RK'A^$+]P<#F$ U>-[9K#/K!O["QWA>Z/: M=L-:1 H$N\)%%+9-E+7.WI[;P,@91Z0T1WAY?
5M0T#>969FI%N^8#G8Q #D(M/?9^)C>0,LOWDGI7[17=_BD&@"5@>TP;D.+7)^$/1.99=[#3X9#L8K-IH.'G M#%HF P-PTPLRA'7-_DO"-?TEX3*$YLB 2&452]V'+[M%('[/1\9/U%Q)
[#=W M<7*;?KHM8&D*%HZ:"M B:[E]I3-&WO\:NF++M'J?T\7=[5_A:U?@T 4RZ MHNRE7<)ZY:>/@3YU/JF=\YYKQ)/F7[K6M- BPR0Z!MY&Z\FDH<9JS"EM=/T_
M7\6\/<,R+9C88>'YV]U%VI@)"PS ZP["]3QC MS5OH2R-1UN/^6@F4A_P<+7?;-P4-2/SBG'NE,L7M#;%[[PG1^RB$P.EI<4!+ M5&73UW2

:F=['.2$9M*..^=2D!3DZ7LF%7#;T<(-]LLR_-MTUQM^:C[F= MVV>I]+%$'!>,Q:6%"3I'1LIZ3@CW5"2I0A6U/P8&((&R#06=_@^,'8;Z[MQ" M/HH6OYP?
7Q%J>5R_1]+=O>GTC.&N%RJM=]=O_76< H4*QP'O0%M+,K^D1O3(F@)4F?O?G=,F4T0F$9_#[J.3D9'UZ1Y%J@/K;:K-3(>2*SL%V1!
MIH4"!7L:"MPY=WV&A/4>9E[)C>QIZ*XU]G,XM86/U(I7%DDZD;QSY@?M$&UK M!?].$= B-HBJ6.[' 6O:Z_;@J_QZZE-26*30Z2WS\:=#]"PIE1=[F$45"R5W M_[2]=-
VTARJUK/!SHBM89GH*((:YX_/+J,'H$WD?*C;_%-I55_W]:]7C%Z% MC4B\,_NEJLC!-BEC<$U^3.NAS&>F![Q'1)\'SRT5Q[SF7!U$&VS%CQ4*# M\>G[>DZ'X@?:=<]9Y.(B
N=E*S]11)4>T]2_XJ\PC.W>OB+#3CR+S>X1=HXX M!U\4X_BH(DT$[9W%$*WO 'Y\/-YWF9%E(%"1@8Z=)%;7D04=_QQ!S<2)+A%3 MRR'OFNN5^#
[=/[(3O74XYRI,RX9S&E/_OI@F8+K:KBOFU64(@KJ4\CZR2H9B M:2$H;^7H&4 KK='9'P3C*2A_RC>X]VT439 MM-
+Z%Q*BU/Y>*49Y&9N:K,C\"K\>9XAMQ='P*+.I^1A(".)':X_!76JK3:4K<2K\.[$U4 MHA3'V'Y&O%1WR;GLF\XCH4,A[MN00T4M 'BMK@]A2H<_"FR+^ SFW;A8&)_M
M04XH[N5W#KJNEWI:R_O+=P5**X@&.U?V*=IMK)OL7L)1#Z6V?;;=DN=UW$R_M/4.0-W,T_;VYSJXF.*TIL4;&C*9*!M[.]QF>G20.=6OX;1=N2R!1-"NO#L@-
\KC:8\Q:S]4E&!O(!'%64A(6SO (+>[WMR MD"^&&NR+7O%)[#O"ZB6UH@:?'@ Q)Y9IK8&'Y&B5F-#!6'[:/?;= ?TSOUN MZ <'AK;Z%74D$^U716-8B6Q0*W#V3L-
5P^Q$HV;Z+4HYU&KO+0.]Z>M8G?X]=, MN6JC-:8__"TP._ZU, R-/,-R &;QINU:+!6 \#TX&Y:9M=YG\ZHNVL/#RM5^ MLLM0_5M55U@1S2H,VA7QJ0Y?>GDC2\V1W@V\CWE]?
Z.>_?V:FSJ.^ES'AD$/ M+?HQ2W:F#%>.M8M%<8*TH,TT,#[#?;JW_6;NL3(K\R/,,5!LU?<*#[*)G28PR0MZ/*E-XE?^<>^?;68:&,>A%4M6R MPD,*)+2[?]6: M'JW,%Y@3,[J6\^LBV>N
:"QXQA"Q:#GE7]E)R1B]W<@^TE3I%L2J$:^U$;X- M>:D3$6]$92G.?"(R\S[16G5.HR7NN7I!_W#2@X^5X%&4EB.K/=P)7^VT#F: MNO=L5>_+K6?
=BV&H21M_L9AAZNEK.FUZGH!<1E2,T)W5\T7HATY./L7D<+"% MP5F*8JVZYH[0IHN +I/!Z(IQ_SMJT#R"=R3!HW2;^WBZH:]=3V@E?CF\;:3] M#V[OTV=[B1B
DLB3A[8Q7WT#Q>Y[:#.0K4!@!=MBDN.32?>M^7] -^&$?3BHYI/5J6]/K?G)$#6AWO,Z>0JNN*\J2)^"WK<$K_U&RNPX1T6&C95*NF7 7HZATA1LFCVYMJ5K9(+R&3G5
M".UL_KO?9@.FTYVT=*UU*1YHW=5*)N@OO,/&W\(0R@&!_G;' '"FD)]SJCKJ M-R)U/!V+O-8S%HN@JN;HX/54CKODW<5<0]_52EO7QX %8E:N!_UL"IQ_"V+9
N50"=\\AY,E*>G"F@#3ODSVYS6 M5B826Y-'1)<]1,=_(2\>C('QW!814&K=8!;/OMQ+^FF.R41T+SO7Z^1_E7O M31!\]15R+'K!=&W)>S[Y3%&/L)KW-
R)),/\SUOB9FSIXC%P#9^N%UM3V3$<0%?'4#7 M1H/K1<0%07S'GW [Q8N@37?M3CX%5KS3&,^@I4H8ZB>VMTEDSE-5EG>2 M= W;#&'^PR4PZ.U%=MV) 33:=32F^+B!G*'
C>P'1;*>8 >1"'^K MZ=08&0#5B+XGATX=\RQ557BCJN%A<=_+_9B4;"8AZZ0GI[.P1],U4'/;%IM= MM^'F\5R4K@)P:8&@SW/;-?=1&&D:F2X"_(7R(W]$>GYN,^ -T3> I+,R1,;[
M,']WT)'L2RB59?5[5V4PU8<1#H.N]+/U)5FY@[LJN;.4Q/]C_(_S3[^]34/ M3_RP^X"XX/4?![KY=<%(KDXR[T\1G02RT7\D&S];%S[771:H)XONTC!BSU@, ME>\/-
EA>EYU::N(^V33/$+'=]:3:%\K>8]#H!_80.X3&J^674@DTUENV&0\H MI'U+V09WA*[EL?B\-N\ZC4F[\^0W'=0*R@:-HN,^V>,6)V.)HU];;.?%2 M9]N83*O^S:/R;P%7+][HZ62NR3H-
6FDWLL3Q;H M*R-;[EF([+$+7/?UVS.%(!QO>PRQ:7!J/WN/][BR0K>D4#WUA<9[/!4(.PPH7^.,A.MY4.UW)/^\>B*ZQW&E[U^"C#Q^; M8X^2YJ:TXRZU9PQ2QN9>:3]F;.[MI-0
VZJU3:=MF3#IYC#L(PUQ]WDSOH? MFJ,.;@4_JVJ>W[DL"J/1JYSPS\FOIRNL MB=D(\3&+?IUAW]UA.$9/AT2IW9J;$?"AINA*_+;@@P$@C'8&?OC99 [:LGFB M#$Y,
(='@#&D)]0*5WVDICO5<%7,#>J._1'!68Z2K\B3Z :!3ID,1CQG%IGK6 M[HKHEEWJ@H3(Y/Q:YOMC=^>LW%/IC2JR&8\ MFLOU16\#S7@X4/IQ *O]FV<,SRAK2"2=
(>4%9X9JXV6[R49=: ,.@@-4L>QI M<\)W4I6*B$&F2P7;JX*IK+ <4+"\IWN)"/.QGH01[IA&"6EKI>7^;BEAR^B: M[*+S*SK28M@ZD]@B,&=:@["1HF^G\I9E:CJO^P/.A78P"?14G8@S
MRT*,2V;J2G-1 RPH]T\D4<8Q?M=X2OSAI8YA+CZ<\]:#\BKGHQP M,_COOQK"I32#<^(0!4S'O0FM305]IM2J>U&=4TO'F\9TV_C_B9?,(3EIJ)3 MG."WGSOX.-,CGL&Q1@';0K#/1Y-
Q\[G&!_F;=-R9DXO_8[7K>AA,N=NS&F[: M MCD<@93?HD.N.F ICJS^68X;IJ65/QCWC\5VP#0G/U=:PP73$F8V7E.C@&X M:7W,/[X%YYH+>@ZTD(*+I\/!-]^&X-
'<+'21*1EA+V,GR'JHD$6I#F1NSKKY M-N0_W1&&^?V_%!+ 0(4 Q0 ($^!"%DZ'JC'1=<" 'K.. 1 M " 0 !C87)G+3(P,C0P-C,P+FAT;5!+ 0(4 Q0 ($^!"%F^ ML8&YI64! &/_% 1 " 737
@!C87)G+3(P,C0P-C,P+GAS M9%!+ 0(4 Q0 ($^!"%E5P[KN8%,)-5 @ / " 4@] M! !C87)G+65X,3!?,2YH=&U02P$"% ,4 " !/@0A9*R>[V:=9 #:604 M#P @ '5D 0
8V%R9RUE>#$P7S(N:'1M4$L! A0#% @ M3X$(657FW#_9% 9I, \ (!J>H$ &-A#,Q7S(N:'1M4$L! A0#% M @ 3X$(6:UX6H:@!0 5R0 \ (!"1(% &-A XML 86 carg-20240630_htm.xml
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shareCARGNASDAQYesYesLarge Accelerated Filerfalsefalsefalse873697071599917321616900029136300020724000616000610000397570003996300045900033100018131000251520001161400011095000219600025630001703000-90100045207300061685200075333100091892700019516700017095000038238600038077000131190003195200029244000571380001040600003683500022858000764850002935840001773800067300003179700024400004333006346000807600072100034700021600094200031610004680000656200091800090423000224180006073800040815000-21702000860100013318000151320006872100013817000-474200002568300000-25960000-6862000-6872100016413000-474200003254500000.660.140.450.28-0.660.120.450.22103827661113438057105501236114392961103827661114496511055012361151978903430000776000081190001551800018000090001800001840006872100013817000-474200002568300020300011200080200030300068924000137050004822200025986000-2596000-6862000-6892400016301000-

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(the "Company") is a multinational, online automotive platform for buying and selling vehicles that is building upon its industry-leading listings marketplace with both digital retail solutions and the CarOffer, LLC ("CarOffer") online wholesale platform. The CarGurus platform gives consumers the confidence to purchase and/or sell a vehicle either online or in-person, and it gives dealerships the power to accurately price, effectively market, instantly acquire, and quickly sell vehicles, all with a nationwide reach. The Company uses proprietary technology, search algorithms, and data analytics to bring trust, transparency, and competitive pricing to the automotive shopping experience. The Company operates principally in the United States (the "U.S."). In the U.S. it also operates as independent brands the Autolist online marketplace and the CarOffer online wholesale platform. In addition to the U.S., the Company operates online marketplaces under the CarGurus brand in Canada and the United Kingdom (the "U.K."). In the U.K. it also operates as an independent brand the PistonHeads online marketplace. The Company has subsidiaries in the U.S., Canada, Ireland, and the U.K. and it has two reportable segments, U.S. Marketplace and Digital Wholesale. See Note 13 of the Unaudited Condensed Consolidated Financial Statements (as defined below) for further segment reporting and geographic information. 2 2. Summary of Significant Accounting Policies Basis of Presentation The accompanying interim condensed consolidated financial statements are unaudited (the "Unaudited Condensed Consolidated Financial Statements"). The Unaudited Condensed Consolidated Financial Statements and related disclosures have been prepared in conformity with accounting principles generally accepted in the U.S. ("GAAP"). Any reference in these notes to applicable guidance is meant to refer to GAAP as found in the Accounting Standards Codification ("ASC") and Accounting Standards Update ("ASU") of the Financial Accounting Standards Board ("FASB"). The Unaudited Condensed Consolidated Financial Statements have also been prepared pursuant to the rules and regulations of the U.S. Securities and Exchange Commission ("SEC"). Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. The Unaudited Condensed Consolidated Financial Statements reflect all adjustments, consisting of only normal recurring adjustments, necessary for the fair presentation of the Company's financial statements for interim periods. These interim period results are not necessarily indicative of the results to be expected for any other interim period or the full year. The Unaudited Condensed Consolidated Financial Statements should be read in conjunction with the Company's audited consolidated financial statements and the notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed with the SEC on February 26, 2024 (the "Annual Report"). While the Company disclosed unrealized gain on short-term investments and realized gain on short-term investments separately in the Unaudited Condensed Consolidated Statements of Cash Flows in the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2023, filed with the SEC on August 9, 2023, the accompanying Unaudited Condensed Consolidated Statements of Cash Flows for the quarter ended June 30, 2023 present unrealized gain on short-term investments and realized gain on short-term investments consolidated within other noncash expense, net to conform to the current year presentation. While the Company disclosed unpaid excise tax on repurchases of common stock within unpaid repurchases of common stock in the Unaudited Condensed Consolidated Statements of Cash Flows in the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2023, filed with the SEC on August 9, 2023, the accompanying Unaudited Condensed Consolidated Statements of Cash Flows for the quarter ended June 30, 2023 present unpaid excise tax on repurchases of common stock separately from unpaid repurchases of common stock to conform to the current year presentation. Principles of Consolidation The Unaudited Condensed Consolidated Financial Statements include the accounts of the Company and its subsidiaries. All intercompany balances and transactions have been eliminated in consolidation. Subsequent Event Considerations The Company considers events or transactions that occur after the balance sheet date but prior to the issuance of the Unaudited Condensed Consolidated Financial Statements to provide additional evidence for certain estimates or to identify matters that require additional disclosure. The Company has evaluated all subsequent events and determined that there are no material recognized or unrecognized subsequent events requiring disclosure. Use of Estimates The preparation of the Unaudited Condensed Consolidated Financial Statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Although the Company regularly assesses these estimates, actual results could differ materially from these estimates. The Company bases its estimates on historical experience and various other assumptions that it believes to be reasonable under the circumstances. Actual results may differ from management's estimates if these results differ from historical experience, or other assumptions do not turn out to be substantially accurate, even if such assumptions are reasonable when made. Changes in estimates are recognized in the period in which they become known. Critical estimates relied upon in preparing the Unaudited Condensed Consolidated Financial Statements include the determination of sales allowance and variable consideration in the Company's revenue recognition, allowance for doubtful accounts, the impairment of long-lived assets, the capitalization of product, technology, and development costs for website development, internal-use software, and hosting arrangements, the valuation of acquired assets and liabilities, the valuation and recoverability of intangible assets and goodwill, the valuation of redeemable noncontrolling interest, the recoverability of the Company's net deferred tax assets and related valuation allowance, the valuation of inventory, and the valuation of liability-classified compensation awards. Accordingly, the Company considers these to be its critical accounting estimates, and believes that of the Company's significant accounting policies, these involve the greatest degree of judgment and complexity. For the three and six months ended June 30, 2024, there were no estimates related to the valuation of redeemable noncontrolling interest and the valuation of liability-classified compensation awards. During the three months ended June 30, 2024, the Company identified a triggering event for goodwill and other long-lived assets impairment testing purposes at the CarOffer reporting unit due to recent organizational changes and declines in the volume of the number of vehicles processed from car dealers, consumers, and other marketplaces through the CarOffer website within the applicable period within the Digital Wholesale segment ("Transactions"), which resulted in revisions to the Company's financial projections for the CarOffer reporting unit. The Company performed an updated fair value analysis of the CarOffer reporting unit, resulting in an excess of carrying value over fair value of the CarOffer reporting unit. Due to the partial impairment of the CarOffer reporting unit goodwill, the remaining goodwill balance related to this reporting unit is still considered to be at risk for future impairments. If projected future operating results further decline, including as a result of economic conditions or operational challenges, the Company may need to record additional impairment charges to further reduce the goodwill at the CarOffer reporting unit, which could be material and negatively affect its operations. For further discussion of impairments related to goodwill and other long-lived assets, refer to Note 6 of the Unaudited Condensed Consolidated Financial Statements. Concentration of Credit Risk The Company has no significant off-balance sheet risk, such as foreign exchange contracts, option contracts, or other foreign hedging arrangements. Financial instruments that potentially expose the Company to concentrations of credit risk consist primarily of cash, cash

equivalents, short-term investments, trade accounts receivable, and other receivables. The Company maintains its cash and cash equivalents principally with accredited financial institutions of high credit standing. Although the Company deposits its cash and cash equivalents with multiple financial institutions, its deposits with each such financial institution exceed governmental insured limits. The Company routinely assesses the creditworthiness of its customers and does not require collateral. The Company generally has not experienced any material losses related to receivables from individual customers or groups of customers. The Company had no material losses related to marketplace receivables as it was dispersed across a large number of customers. The Company had no material losses related to wholesale and product receivables as the third-party transaction processor does not release the title to the vehicle until successfully collecting funds from the buying dealer. Titling is handled by the Company's third-party transaction processor and titles are held in escrow until it collects funds from the buying dealer (i.e., title is legally transferred from the selling party to the buying party upon signing of bill of sale, but title is held in escrow by the third-party transaction processor until payment is received). Due to these factors, no additional credit risk beyond amounts provided for collection losses was believed by management to be probable in the Company's accounts receivable and other receivables. As of June 30, 2024 and December 31, 2023, no customer accounted for more than 10% of net accounts receivable and other receivables. All of accounts receivable was dispersed among more than 1,000 customers. Therefore, there is no significant credit risk with respect to accounts receivable because credit risk is dispersed due to the large number of customers. For the three and six months ended June 30, 2024 and 2023, no customer accounted for more than 10% of total revenue. The Company is exposed to credit losses primarily through its trade accounts receivable, which includes receivables in transit, net of payables due, from a third-party transaction processor. The third-party transaction processor collects customer payments on the Company's behalf and remits them to the Company. Customer payments received by the third-party transaction processor, but not remitted to the Company as of period end, are deemed to be receivables in transit, net of payables due. Additionally, the third-party transaction processor provides payments in advance for certain selling dealers. If the third-party transaction processor does not receive buying dealer payments associated with the transaction paid in advance, the Company would guarantee losses incurred by the third-party transaction processor and the balance would be deducted from future remittances to the Company. To date, losses associated with these guarantees have not been material. The Company offsets trade accounts receivables in transit, net of payables due, from the third-party transaction processor with payments received in advance from the third-party transaction processor as it has the right of offset. At any point in time, the Company could have amounts due from the third-party transaction processor for funds the third-party transaction processor has collected from buying dealers and has not yet remitted to the Company (i.e., receivables in transit, net of payables due), as well as amounts paid by the third-party transaction processor to the Company in advance of collecting payments from buying dealers (i.e., payments received in advance). Therefore, as the Company has the right to offset, the Company can either have a net receivable balance due from the third-party transaction processor which is recognized within accounts receivable, net in the Unaudited Condensed Consolidated Balance Sheets, or the Company can have a net liability which is recognized within accrued expenses, accrued income taxes, and other current liabilities in the Unaudited Condensed Consolidated Balance Sheets if the advance payments exceed the receivable position from the third-party transaction processor as of the balance sheet date. The change in payments received in advance from the third-party transaction processor is presented as cash flows from financing activities in the Unaudited Condensed Consolidated Statements of Cash Flows. As of June 30, 2024, trade accounts receivable from receivables in transit, net of payables due, from the third-party transaction processor was $1,139, offset by payments received in advance of <span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:'Calibri',sans-serif;min-width:fit-content;">$1,935, which resulted in a net payable of $796 recognized within accrued expenses, accrued income taxes, and other current liabilities in the Unaudited Condensed Consolidated Balance Sheets. As of December 31, 2023, trade accounts receivable from receivables in transit, net of payables due, from the third-party transaction processor was $2,868, offset by payments received in advance of $2,015, which resulted in a net receivable of $853 recognized within accounts receivable, net in the consolidated balance sheets. As of June 30, 2024 and December 31, 2023, $11,120 and $9,581, respectively, was included in net accounts receivable, representing unbilled accounts receivable relating primarily to both advertising customers and dealers invoiced in the period subsequent to services rendered and revenue recognition adjustments for Company offered discounts given to dealers in accordance with ASC Topic 606, Revenue from Contracts with Customers ("ASC 606"). Significant Accounting Policies The Unaudited Condensed Consolidated Financial Statements reflect the application of certain significant accounting policies as described below and elsewhere in these notes to the Unaudited Condensed Consolidated Financial Statements. As of June 30, 2024, there have been no material changes in the Company's significant accounting policies, which are detailed in the Annual Report. Recent Accounting Pronouncements Not Yet Adopted From time to time, new accounting pronouncements are issued by the FASB or other standard setting bodies and adopted by the Company on or prior to the specified effective date. Unless otherwise discussed, the Company believes that the impact of recently issued standards that are not yet effective will not have a material impact on its financial position or results of operations upon adoption. As of June 30, 2024, there are no new accounting pronouncements that the Company is considering adopting, other than those described below. In December 2023 the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures ("ASU 2023-09"). ASU 2023-09 is intended to enhance the transparency and decision usefulness of income tax disclosures. ASU 2023-09 addresses investor requests for enhanced income tax information primarily through changes to the rate reconciliation and income taxes paid information. Early adoption is permitted. A public entity should apply ASU 2023-09 prospectively to all annual periods beginning after December 15, 2024. The Company is currently evaluating the impact of ASU 2023-09 on its future consolidated financial statements and related disclosures. In November 2023 the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures ("ASU 2023-07"). ASU 2023-07 is intended to enhance disclosures for significant segment expenses for all public entities required to report segment information in accordance with ASC Topic 280, Segment Reporting ("ASC 280"). ASC 280 requires a public entity to report for each reportable segment a measure of segment profit or loss that its chief operating decision maker ("CODM") uses to assess segment performance and to make decisions about resource allocations. ASU 2023-07 is intended to improve financial reporting by requiring disclosure of incremental segment information on an annual and interim basis for all public entities to enable investors to develop more useful financial analyses. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. A public entity should apply ASU 2023-07 retrospectively to all prior periods presented in the consolidated financial statements. The Company is currently evaluating the impact of ASU 2023-07 on its future consolidated financial statements and related disclosures. In October 2023 the FASB issued ASU 2023-06, Disclosure Improvements – Codification Amendments in Response to the SEC's Disclosure

Update and Simplification Initiative ("ASU 2023-06"). ASU 2023-06 modifies the disclosure and presentation requirements for a variety of topics in the ASC. The Company is currently evaluating the impact of ASU 2023-06 on its future consolidated financial statements and related disclosures. Basis of Presentation The accompanying interim condensed consolidated financial statements are unaudited (the "Unaudited Condensed Consolidated Financial Statements"). The Unaudited Condensed Consolidated Financial Statements and related disclosures have been prepared in conformity with accounting principles generally accepted in the U.S. ("GAAP"). Any reference in these notes to applicable guidance is meant to refer to GAAP as found in the Accounting Standards Codification ("ASC") and Accounting Standards Update ("ASU") of the Financial Accounting Standards Board ("FASB"). The Unaudited Condensed Consolidated Financial Statements have also been prepared pursuant to the rules and regulations of the U.S. Securities and Exchange Commission ("SEC"). Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. The Unaudited Condensed Consolidated Financial Statements reflect all adjustments, consisting of only normal recurring adjustments, necessary for the fair presentation of the Company's financial statements for interim periods. These interim period results are not necessarily indicative of the results to be expected for any other interim period or the full year. The Unaudited Condensed Consolidated Financial Statements should be read in conjunction with the Company's audited consolidated financial statements and the notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed with the SEC on February 26, 2024 (the "Annual Report"). While the Company disclosed unrealized gain on short-term investments and realized gain on short-term investments separately in the Unaudited Condensed Consolidated Statements of Cash Flows in the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2023, filed with the SEC on August 9, 2023, the accompanying Unaudited Condensed Consolidated Statements of Cash Flows for the quarter ended June 30, 2023 present unrealized gain on short-term investments and realized gain on short-term investments consolidated within other noncash expense, net to conform to the current year presentation. While the Company disclosed unpaid excise tax on repurchases of common stock within unpaid repurchases of common stock in the Unaudited Condensed Consolidated Statements of Cash Flows in the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2023, filed with the SEC on August 9, 2023, the accompanying Unaudited Condensed Consolidated Statements of Cash Flows for the quarter ended June 30, 2023 present unpaid excise tax on repurchases of common stock separately from unpaid repurchases of common stock to conform to the current year presentation. Principles of Consolidation The Unaudited Condensed Consolidated Financial Statements include the accounts of the Company and its subsidiaries. All intercompany balances and transactions have been eliminated in consolidation. Subsequent Event Considerations The Company considers events or transactions that occur after the balance sheet date but prior to the issuance of the Unaudited Condensed Consolidated Financial Statements to provide additional evidence for certain estimates or to identify matters that require additional disclosure. The Company has evaluated all subsequent events and determined that there are no material recognized or unrecognized subsequent events requiring disclosure. Use of Estimates The preparation of the Unaudited Condensed Consolidated Financial Statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Although the Company regularly assesses these estimates, actual results could differ materially from these estimates. The Company bases its estimates on historical experience and various other assumptions that it believes to be reasonable under the circumstances. Actual results may differ from management's estimates if these results differ from historical experience, or other assumptions do not turn out to be substantially accurate, even if such assumptions are reasonable when made. Changes in estimates are recognized in the period in which they become known. Critical estimates relied upon in preparing the Unaudited Condensed Consolidated Financial Statements include the determination of sales allowance and variable consideration in the Company's revenue recognition, allowance for doubtful accounts, the impairment of long-lived assets, the capitalization of product, technology, and development costs for website development, internal-use software, and hosting arrangements, the valuation of acquired assets and liabilities, the valuation and recoverability of intangible assets and goodwill, the valuation of redeemable noncontrolling interest, the recoverability of the Company's net deferred tax assets and related valuation allowance, the valuation of inventory, and the valuation of liability-classified compensation awards. Accordingly, the Company considers these to be its critical accounting estimates, and believes that of the Company's significant accounting policies, these involve the greatest degree of judgment and complexity. For the three and six months ended June 30, 2024, there were no estimates related to the valuation of redeemable noncontrolling interest and the valuation of liability-classified compensation awards. During the three months ended June 30, 2024, the Company identified a triggering event for goodwill and other long-lived assets impairment testing purposes at the CarOffer reporting unit due to recent organizational changes and declines in the volume of the number of vehicles processed from car dealers, consumers, and other marketplaces through the CarOffer website within the applicable period within the Digital Wholesale segment ("Transactions"), which resulted in revisions to the Company's financial projections for the CarOffer reporting unit. The Company performed an updated fair value analysis of the CarOffer reporting unit, resulting in an excess of carrying value over fair value of the CarOffer reporting unit. Due to the partial impairment of the CarOffer reporting unit goodwill, the remaining goodwill balance related to this reporting unit is still considered to be at risk for future impairments. If projected future operating results further decline, including as a result of economic conditions or operational challenges, the Company may need to record additional impairment charges to further reduce the goodwill at the CarOffer reporting unit, which could be material and negatively affect its operations. For further discussion of impairments related to goodwill and other long-lived assets, refer to Note 6 of the Unaudited Condensed Consolidated Financial Statements. Concentration of Credit Risk The Company has no significant off-balance sheet risk, such as foreign exchange contracts, option contracts, or other foreign hedging arrangements. Financial instruments that potentially expose the Company to concentrations of credit risk consist primarily of cash, cash equivalents, short-term investments, trade accounts receivable, and other receivables. The Company maintains its cash and cash equivalents principally with accredited financial institutions of high credit standing. Although the Company deposits its cash and cash equivalents with multiple financial institutions, its deposits with each such financial institution exceed governmental insured limits. The Company routinely assesses the creditworthiness of its customers and does not require collateral. The Company generally has not experienced any material losses related to receivables from individual customers or groups of customers. The Company had no material losses related to marketplace receivables as it was dispersed across a large number of customers. The Company had no material losses related to wholesale and product receivables as the third-party transaction processor does not release the title to the vehicle until successfully collecting funds from the buying dealer. Titling is handled by the Company's third-party transaction processor and titles are held in escrow until it collects funds from the buying dealer (i.e., title is legally transferred from the selling party to the buying party upon signing of bill of sale, but title is held in escrow by the third-party transaction processor until payment is received). Due to these factors, no additional credit risk beyond amounts provided for collection losses was believed by management to be probable in the Company's accounts receivable and other receivables. As of June 30, 2024 and December 31, 2023, no customer accounted for more than 10% of net accounts receivable and other receivables. All of accounts receivable was dispersed among more than 1,000 customers. Therefore, there is no significant credit risk with respect to accounts receivable because credit risk is dispersed due to the large number of customers. For the three and six months ended June 30, 2024 and 2023, no customer accounted for more than 10% of total revenue. The Company is exposed to credit losses primarily through its trade accounts receivable, which includes receivables in transit, net of payables due, from a third-party transaction processor. The third-party transaction processor collects customer payments on the Company's behalf and remits them to the Company. Customer payments received by the third-party transaction processor, but not remitted to the Company as of period end, are deemed to be receivables in transit, net of

payables due. Additionally, the third-party transaction processor provides payments in advance for certain selling dealers. If the third-party transaction processor does not receive buying dealer payments associated with the transaction paid in advance, the Company would guarantee losses incurred by the third-party transaction processor and the balance would be deducted from future remittances to the Company. To date, losses associated with these guarantees have not been material. The Company offsets trade accounts receivables in transit, net of payables due, from the third-party transaction processor with payments received in advance from the third-party transaction processor as it has the right of offset. At any point in time, the Company could have amounts due from the third-party transaction processor for funds the third-party transaction processor has collected from buying dealers and has not yet remitted to the Company (i.e., receivables in transit, net of payables due), as well as amounts paid by the third-party transaction processor to the Company in advance of collecting payments from buying dealers (i.e., payments received in advance). Therefore, as the Company has the right to offset, the Company can either have a net receivable balance due from the third-party transaction processor which is recognized within accounts receivable, net in the Unaudited Condensed Consolidated Balance Sheets, or the Company can have a net liability which is recognized within accrued expenses, accrued income taxes, and other current liabilities in the Unaudited Condensed Consolidated Balance Sheets if the advance payments exceed the receivable position from the third-party transaction processor as of the balance sheet date. The change in payments received in advance from the third-party transaction processor is presented as cash flows from financing activities in the Unaudited Condensed Consolidated Statements of Cash Flows. As of June 30, 2024, trade accounts receivable from receivables in transit, net of payables due, from the third-party transaction processor was $1,139, offset by payments received in advance of <span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:'Calibri',sans-serif;min-width:fit-content;">$1,935, which resulted in a net payable of $796 recognized within accrued expenses, accrued income taxes, and other current liabilities in the Unaudited Condensed Consolidated Balance Sheets. As of December 31, 2023, trade accounts receivable from receivables in transit, net of payables due, from the third-party transaction processor was $2,868, offset by payments received in advance of $2,015, which resulted in a net receivable of $853 recognized within accounts receivable, net in the consolidated balance sheets. As of June 30, 2024 and December 31, 2023, $11,120 and $9,581, respectively, was included in net accounts receivable, representing unbilled accounts receivable relating primarily to both advertising customers and dealers invoiced in the period subsequent to services rendered and revenue recognition adjustments for Company offered discounts given to dealers in accordance with ASC Topic 606, Revenue from Contracts with Customers ("ASC 606"). The Company has no significant off-balance sheet risk, such as foreign exchange contracts, option contracts, or other foreign hedging arrangements.000.100.1010001000000011390001935000796000286800020150008530001112000095810000 Significant Accounting Policies The Unaudited Condensed Consolidated Financial Statements reflect the application of certain significant accounting policies as described below and elsewhere in these notes to the Unaudited Condensed Consolidated Financial Statements. As of June 30, 2024, there have been no material changes in the Company's significant accounting policies, which are detailed in the Annual Report. Recent Accounting Pronouncements Not Yet Adopted From time to time, new accounting pronouncements are issued by the FASB or other standard setting bodies and adopted by the Company on or prior to the specified effective date. Unless otherwise discussed, the Company believes that the impact of recently issued standards that are not yet effective will not have a material impact on its financial position or results of operations upon adoption. As of June 30, 2024, there are no new accounting pronouncements that the Company is considering adopting, other than those described below. In December 2023 the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures ("ASU 2023-09"). ASU 2023-09 is intended to enhance the transparency and decision usefulness of income tax disclosures. ASU 2023-09 addresses investor requests for enhanced income tax information primarily through changes to the rate reconciliation and income taxes paid information. Early adoption is permitted. A public entity should apply ASU 2023-09 prospectively to all annual periods beginning after December 15, 2024. The Company is currently evaluating the impact of ASU 2023-09 on its future consolidated financial statements and related disclosures. In November 2023 the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures ("ASU 2023-07"). ASU 2023-07 is intended to enhance disclosures for significant segment expenses for all public entities required to report segment information in accordance with ASC Topic 280, Segment Reporting ("ASC 280"). ASC 280 requires a public entity to report for each reportable segment a measure of segment profit or loss that its chief operating decision maker ("CODM") uses to assess segment performance and to make decisions about resource allocations. ASU 2023-07 is intended to improve financial reporting by requiring disclosure of incremental segment information on an annual and interim basis for all public entities to enable investors to develop more useful financial analyses. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. A public entity should apply ASU 2023-07 retrospectively to all prior periods presented in the consolidated financial statements. The Company is currently evaluating the impact of ASU 2023-07 on its future consolidated financial statements and related disclosures. In October 2023 the FASB issued ASU 2023-06, Disclosure Improvements - Codification Amendments in Response to the SEC's Disclosure Update and Simplification Initiative ("ASU 2023-06"). ASU 2023-06 modifies the disclosure and presentation requirements for a variety of topics in the ASC. The Company is currently evaluating the impact of ASU 2023-06 on its future consolidated financial statements and related disclosures. 3. Revenue Recognition The following table summarizes revenue from contracts with customers by services and products for the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:50.44%;"></td><td style="width:1.199%;"></td><td style="width:1%;"></td><td style="width:9.191%;"></td><td style="width:1%;"></td><td style="width:1.199%;"></td><td style="width:1%;"></td><td style="width:9.191%;"></td><td style="width:1%;"></td><td style="width:1.199%;"></td><td style="width:1%;"></td><td style="width:9.191%;"></td><td style="width:1%;"></td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;"> </td><td style="vertical-align:bottom;"> </td><td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended
June 30, </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td style="vertical-align:bottom;"> </td><td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Six Months Ended
June 30, </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"><td style="vertical-align:middle;"> </td><td style="vertical-align:middle;"> </td>

<td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;"> 2023 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;"> 2023 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Marketplace </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">195,167</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 170,950 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">382,386</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 338,077 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Dealer-to-Dealer </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 15,492 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 32,950 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 33,991 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 61,655 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Sell My Car - Instant Max Cash Offer </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 8,033 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 35,837 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 18,111 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Total </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td>

<td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">218,692</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">239,737</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">434,488</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">471,700</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table></div><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">The Company provides disaggregation of revenue by services and products, by income statement presentation, by segment, and by geographic region.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">Revenue by services and products is disaggregated by (i) marketplace services, (ii) Dealer-to-Dealer services and products, and (iii) Sell My Car - Instant Max Cash Offer ("IMCO") services and products as disclosed above.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">Revenue by income statement presentation is disaggregated by (i) marketplace, (ii) wholesale, and (iii) product revenue sources as disclosed in the Unaudited Condensed Consolidated Income Statements. Marketplace services are included within marketplace revenue in the Unaudited Condensed Consolidated Income Statements. Dealer-to-Dealer and IMCO services and products are included within both wholesale revenue and product revenue in the Unaudited Condensed Consolidated Income Statements.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">Revenue by segment is disaggregated by (i) U.S. Marketplace and (ii) Digital Wholesale segments as disclosed in Note 13 of the Unaudited Condensed Consolidated Financial Statements. Marketplace services are included in the U.S. Marketplace segment and in the Other category of segment reporting. Dealer-to-Dealer and IMCO services and products are included in the Digital Wholesale segment.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">Revenue by geographic region is disaggregated by (i) U.S. and (ii) International regions as disclosed in Note 13 of the Unaudited Condensed Consolidated Financial Statements. Marketplace services are provided in the U.S. and International regions. Dealer-to-Dealer and IMCO services and products are provided in the U.S. region.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">The Company believes these categories best depict how the nature, amount, timing, and uncertainty of revenue and cash flows are affected by economic factors.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">ASC 606 requires that the Company disclose the aggregate amount of transaction price that is allocated to performance obligations that have not yet been satisfied as of the relevant quarter end.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">For contracts with an original expected duration greater than one year, the aggregate amount of the transaction price allocated to the performance obligations that were unsatisfied as of June 30, 2024, was approximately $55.7 million, which the Company expects to recognize over the next twelve months.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">For contracts with an original expected duration of one year or less, the Company has applied the practical expedient available under ASC 606 to not disclose the amount of transaction price allocated to unsatisfied performance obligations as of June 30, 2024. For performance obligations not satisfied as of June 30, 2024, and to which this expedient applies, the nature of the performance obligations, the variable consideration, and any consideration from contracts with customers not included in the transaction price is consistent with performance obligations satisfied as of June 30, 2024.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">For the three months ended June 30, 2024 and 2023, revenue recognized from amounts included in deferred revenue at the beginning of the period was $21,432 and $20,808, respectively. For the six months ended June 30, 2024 and 2023, revenue recognized from amounts included in deferred revenue at the beginning of the period was $21,322 and $12,249, respectively.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:justify;">The following table summarizes revenue from contracts with customers by services and products for the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023:</p><p style="text-indent:4.533%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:justify;"> </p><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.44%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Three Months Ended
June 30,</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Six Months Ended
June 30,</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:middle;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023</p></td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:middle;border-

bottom:0.5pt solid #000000;"> 2023 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> - </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Marketplace </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> - </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">195,167</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">-</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">-</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 170,950 </td> <td style="white-space:nowrap;vertical-align:bottom;"> - </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> - </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">382,386</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">-</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">-</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 338,077 </td> <td style="white-space:nowrap;vertical-align:bottom;"> - </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Dealer-to-Dealer </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> - </td> <td style="white-space:nowrap;vertical-align:bottom;"> - </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 15,492 </td> <td style="white-space:nowrap;vertical-align:bottom;"> - </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> - </td> <td style="white-space:nowrap;vertical-align:bottom;"> - </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 32,950 </td> <td style="white-space:nowrap;vertical-align:bottom;"> - </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> - </td> <td style="white-space:nowrap;vertical-align:bottom;"> - </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 33,991 </td> <td style="white-space:nowrap;vertical-align:bottom;"> - </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> - </td> <td style="white-space:nowrap;vertical-align:bottom;"> - </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 61,655 </td> <td style="white-space:nowrap;vertical-align:bottom;"> - </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Sell My Car - Instant Max Cash Offer </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> - </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> - </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 8,033 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> - </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> - </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> - </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 35,837 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> - </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> - </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> - </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 18,111 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> - </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> - </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> - </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 71,968 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> - </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:20pt;white-space:pre-wrap;vertical-align:bottom;"> Total </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> - </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">218,692</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">-</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">-</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 239,737 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> - </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> - </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-

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style="text-indent:-3.448%;padding-left:3.333%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">4. Fair Value of Financial Instruments As of June 30, 2024 and December 31, 2023, assets measured at fair value on a recurring basis consist of the following: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.44%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="14" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> As of June 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Quoted Prices
in Active Markets
for Identical Assets
(Level 1 Inputs) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Significant Other
Observable Inputs
(Level 2 Inputs) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Significant
Unobservable Inputs
(Level 3 Inputs) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Total </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Cash equivalents: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Mutual funds </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">96,449</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 96,449 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Total </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 96,449 </td>

<td style="border-top:0.5pt solid #ffffff;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="border-top:0.5pt solid #ffffff;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 96,449 </td> <td style="border-top:0.5pt solid #ffffff;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff;"> </td> </tr> </table>   <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.03%;"></td> <td style="width:1.299%;"></td> <td style="width:1%;"></td> <td style="width:9.193000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.299%;"></td> <td style="width:1%;"></td> <td style="width:9.193000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.299%;"></td> <td style="width:1%;"></td> <td style="width:9.193000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.299%;"></td> <td style="width:1%;"></td> <td style="width:9.193000000000001%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="14" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> As of December 31, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Quoted Prices
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(Level 2 Inputs) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Significant
Unobservable Inputs
(Level 3 Inputs) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Total </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Cash equivalents: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Mutual funds </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">73,449</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">73,449</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 73,449 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr

style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Short-term investments: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Mutual funds </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 20,724 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 20,724 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Total </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">94,173</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 94,173 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr></table> For the three months ended June 30, 2024, there was no dividend income recognized within interest income in the Unaudited Condensed Consolidated Income Statements. For the three months ended June 30, 2023 and for the six months ended June 30, 2024 and 2023, dividend income recognized within interest income in the Unaudited Condensed Consolidated Income Statement was immaterial. For the three months ended June 30, 2024, there was no unrealized and realized gain on short-term investments. For the three months ended June 30, 2023 and for the six months ended June 30, 2024 and 2023, unrealized and realized gain on short-term investments in equity securities was immaterial. As of June 30, 2024, the Company did not have any short-term investments as all were sold during the six months ended June 30, 2024. As of June 30, 2024 and December 31, 2023, assets measured at fair value on a recurring basis consist of the following: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.44%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="14" style="vertical-align:bottom;border-bottom:0.5pt solid

#000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">As of June 30, 2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Quoted Prices
in Active Markets
for Identical Assets
(Level 1 Inputs)</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Significant Other
Observable Inputs
(Level 2 Inputs)</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Significant
Unobservable Inputs
(Level 3 Inputs)</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Total</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New 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Roman;margin-bottom:0;text-align:right;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Mutual funds</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> <p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">96,449</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New 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#ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">96,449</p></td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table><p style="text-indent:4.533%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:justify;"> </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr

style="visibility:collapse;"> <td style="width:50.03%;"></td> <td style="width:1.299%;"></td> <td style="width:1%;"></td> <td style="width:9.193000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.299%;"></td> <td style="width:1%;"></td> <td style="width:9.193000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.299%;"></td> <td style="width:1%;"></td> <td style="width:9.193000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.299%;"></td> <td style="width:1%;"></td> <td style="width:9.193000000000001%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="14" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> As of December 31, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Quoted Prices
in Active Markets
for Identical Assets
(Level 1 Inputs) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Significant Other
Observable Inputs
(Level 2 Inputs) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Significant
Unobservable Inputs
(Level 3 Inputs) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Total </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Cash equivalents: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Mutual funds </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">73,449</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 73,449 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Short-term investments: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Mutual funds </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> <span style="font-family:'Calibri',sans-serif;min-width:fit-

content;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 20,724 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 20,724 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Total </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">94,173</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 94,173 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 9644900096449000964490009644900073449000734490002072400020724000941730009417300000 5. Property and Equipment, Net As of June 30, 2024 and December 31, 2023, property and equipment, net consist of the following: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:67.08%;"></td><td style="width:1.58%;"></td><td style="width:1%;"></td><td style="width:12.879999999999999%;"></td><td style="width:1%;"></td><td style="width:1.58%;"></td><td style="width:1%;"></td><td style="width:12.879999999999999%;"></td><td style="width:1%;"></td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;text-align:left;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> As of
June 30,
2024 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> As of
December 31,
2023 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Capitalized equipment </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> $</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">865</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,326 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Capitalized internal-use software </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 16,282 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 12,279 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Capitalized website development </td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-

size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 70,477 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 57,158 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Furniture and fixtures </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,265 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 8,149 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Leasehold improvements </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 18,919 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 23,308 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Construction in progress </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 79,334 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 39,835 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Finance lease right-of-use assets </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 221 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 288 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 192,363 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 142,343 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Less accumulated depreciation and amortization </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (62,340 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (58,973 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Total </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-

bottom:0;text-align:right;">130,023</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">83,370</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table></div><p style="text-indent:4.533%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:justify;"> </p><p style="text-indent:4.533%;font-size:10pt;margin-top:2pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, depreciation and amortization expense, excluding amortization of intangible assets, amortization of capitalized hosting arrangements, and impairments, was $4,906, $4,160, $10,505, and $8,202, respectively.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">For the three and six months ended June 30, 2024, the Company impaired $180 of Digital Wholesale segment capitalized website development costs within wholesale cost of revenue in the Unaudited Condensed Consolidated Income Statements related to certain developed technology that the Company decided to cease investment. </p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">For the three months ended June 30, 2023, the Company impaired $9 of U.S. Marketplace segment capitalized website development costs within marketplace cost of revenue in the Unaudited Condensed Consolidated Income Statements related to certain developed technology that the Company decided to cease investment. For the six months ended June 30, 2023, the Company impaired $184 of Digital Wholesale and U.S. Marketplace capitalized website development costs within wholesale and marketplace cost of revenue, respectively, in the Unaudited Condensed Consolidated Income Statements related to certain developed technology that the Company decided to cease investment. </p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">During the six months ended June 30, 2024, capitalized internal-use software costs increased $4,003 due primarily to continued net investment in the Company's software projects.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">During the six months ended June 30, 2024, capitalized website development costs increased $13,319 due primarily to continued net investment in the Company's product offerings.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">During the six months ended June 30, 2024, leasehold improvements costs decreased $4,389 due primarily to disposals of fully depreciated assets related to the expiration of the lease of office space at 2 Canal Park.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">During the six months ended June 30, 2024, construction in progress costs increased $39,499 due to the buildout of the Company's future headquarters located at 1001 Boylston Street.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">As of June 30, 2024 and December 31, 2023, property and equipment, net consist of the following: </p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:justify;"> </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:67.08%;"></td> <td style="width:1.58%;"></td> <td style="width:1%;"></td> <td style="width:12.879999999999999%;"></td> <td style="width:1%;"></td> <td style="width:1.58%;"></td> <td style="width:1%;"></td> <td style="width:12.879999999999999%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">As of
June 30,
2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">As of
December 31,
2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Capitalized equipment</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">865</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,326</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Capitalized internal-use software</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">16,282</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">12,279</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Capitalized website development</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-wrap;font-family:'Calibri',sans-serif;min-width:fit-

content;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 70,477 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 57,158 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Furniture and fixtures </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,265 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 8,149 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Leasehold improvements </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 18,919 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 23,308 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Construction in progress </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 79,334 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 39,835 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Finance lease right-of-use assets </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 221 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 288 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 192,363 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 142,343 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Less accumulated depreciation and amortization </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (62,340 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (58,973 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Total </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 130,023 </td> <td

style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 83,370 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr>
</table>865000132600016282000122790007047700057158000626500081490001891900023308000793340003983500022100028800019236300014234300062340000589730(

style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">6. Goodwill and Other Long-Lived Asset Impairment Background During the three months ended June 30, 2024, the Company identified a triggering event for goodwill and other long-lived assets impairment testing purposes at the CarOffer reporting unit due to recent organizational changes and Transaction volume declines, which resulted in revisions to the Company's financial projections for the CarOffer reporting unit. Prior to testing the goodwill and other long-lived assets included in the CarOffer reporting unit for impairment, the Company first evaluated current assets, inclusive of the cash and cash-equivalents, accounts receivable, inventory, prepaid expenses, and other current assets allocated to the CarOffer reporting unit, under applicable guidance and identified no impairment. The Company then evaluated other long-lived assets included in the CarOffer reporting unit under ASC 360, Property, Plant, and Equipment ("ASC 360"). Other long-lived assets are tested for impairment at the asset group level, and the Company identified the asset group as the entire CarOffer reporting unit, which represents the lowest level for which identifiable cash flows are largely independent of the cash flows of other groups of assets and liabilities. As the CarOffer asset group did not pass the step one recoverability test on an undiscounted cash flow basis, the Company then compared the fair value of the asset group to its carrying value. To estimate the fair value of the asset group, the Company utilized an income-based valuation approach by means of a discounted cash flow method, based on market participant assumptions. The assumptions used to estimate the fair value using a discounted cash flow method included forecasted revenue and EBITDA, long term expectations for growth rates and operating profit margin, expected needs for annual capital expenditure and net working capital, and a market-participant discount rate derived via the capital asset pricing model. The excess of the carrying value of the asset group over the fair value was first allocated amongst the long-lived asset group (excluding goodwill), noting each individual long-lived asset within the group may not be impaired below its individual fair value. As discussed below, the Company recognized impairments of CarOffer lease right-of-use assets of $4,731 and the CarOffer brand intangible asset of $7,538 to bring the long-lived assets' carrying value to fair value. All other long-lived assets' carrying value were at or below fair value. Subsequent to performing the impairment assessment of its long-lived assets, the Company then assessed goodwill included in the CarOffer reporting unit, resulting in an impairment charge of $115,206, inclusive of the deferred tax impact of $28,437 due to the goodwill being tax deductible. Refer below for further details of each impairment charge. Right of Use Asset In connection with the triggering event discussed above, the Company assessed the right-of-use assets associated with CarOffer's Addison, Texas lease for impairment. As noted above, the carrying value of the CarOffer asset group was determined to not be recoverable. As such, the Company evaluated the fair value of the CarOffer asset group as of June 30, 2024, using a discounted cash flow method that incorporated market participant assumptions. The resulting impairment loss was then allocated to each of the long-lived assets in the asset group, including the CarOffer right-of-use assets. This fair value measurement is categorized as Level 3 within the fair value included hierarchy as there are significant unobservable inputs utilized in the valuation technique, including the selected market rental rates based upon similar office spaces, the discount rate, and other estimated replacement costs. As of June 30, 2024, a non-cash impairment charge of $4,731 was allocated to the right-of-use assets in the CarOffer asset group, which was recognized within operating expenses in the Unaudited Condensed Consolidated Income Statements in the Digital Wholesale segment. Other Intangible Assets In connection with the triggering event discussed above, the Company recognized an impairment to its brand intangible assets included within the CarOffer asset group as of June 30, 2024 to reduce the carrying value of the brand intangible asset to its fair value. This fair value measurement is categorized as Level 3 within the fair value hierarchy as there are significant unobservable inputs utilized in the valuation technique. The Company estimated fair value using market participant assumptions and the relief from royalty method, with key inputs including forecasted revenue, royalty rate, discount rate, and the useful life. As of June 30, 2024, a non-cash impairment charge of $7,538 was allocated to the brand intangible asset for the CarOffer asset group, which was recognized within operating expenses in the Unaudited Condensed Consolidated Income Statements in the Digital Wholesale segment. As of June 30, 2024 and December 31, 2023, intangible assets consist of the following: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:44.1%;"></td> <td style="width:1%;"></td> <td style="width:8.22%;"></td> <td style="width:1%;"></td> <td style="width:1.14%;"></td> <td style="width:1%;"></td> <td style="width:7.9%;"></td> <td style="width:1%;"></td> <td style="width:1.14%;"></td> <td style="width:1%;"></td> <td style="width:7.9%;"></td> <td style="width:1%;"></td> <td style="width:1.14%;"></td> <td style="width:1%;"></td> <td style="width:8.42%;"></td> <td style="width:1%;"></td> <td style="width:1.14%;"></td> <td style="width:1%;"></td> <td style="width:7.9%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="18" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> As of June 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Weighted
Average
Remaining
Useful Life
(years) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Gross
Carrying
Amount </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Accumulated
Amortization </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Accumulated Impairment </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New

Roman;margin-bottom:0;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Net Carrying
Amount </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Brand </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6.6 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">32,138</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 11,776 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">7,538</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 12,824 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Customer relationships </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 19,870 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 19,870 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word,"> <td style="white-space:pre-wrap;vertical-align:top;"> Developed technology </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 65,212 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 64,565 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 647 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-

*align:top;"> Total </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">117,220</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 96,211 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">8,185</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 12,824 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="18" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> As of December 31, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Weighted
Average
Remaining
Useful Life
(years) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:top;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Gross
Carrying
Amount </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Accumulated
Amortization </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Net Carrying
Amount </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Brand </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7.4 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 32,193 </td> <td style="white-space:nowrap;vertical-align:bottom;"> <span style="font-*

family:'Calibri',sans-serif;min-width:fit-content;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">10,262</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">21,931</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Customer relationships</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">0.0</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">19,870</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">19,620</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">250</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Developed technology</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">0.0</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">65,212</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">63,690</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">647</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">875</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 117,275 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 93,572 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-

size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">647</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 23,056 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, amortization of intangible assets was $757, $7,507, $2,639, and $15,041, respectively. For the three and the six months ended June 30, 2024, the Company wrote off $7,538 of Digital Wholesale segment intangible assets within operating expenses in the Unaudited Condensed Consolidated Income Statements related to the impairment discussed above.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:justify;"> </p><div style="font-size:10pt;font-family:'Calibri',sans-serif;"><p style="text-indent:4.533%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:justify;">As of June 30, 2024, estimated amortization expense of intangible assets for future periods is as follows:</p><p style="text-indent:4.533%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:justify;"> </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:80.024%;"></td> <td style="width:2.08%;"></td> <td style="width:1%;"></td> <td style="width:15.897%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Year Ending December 31,</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Amortization
Expense</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Remainder of 2024</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,014 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> 2025 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,028 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> 2026 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,028 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> 2027 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,028 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> 2028 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,028 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> 2029 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,439 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Thereafter </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 2,259 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Total </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-

align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 12,824 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> Goodwill The Company determined that there were no indicators of impairment for the U.S. Marketplace or U.K. Marketplace reporting units and therefore an interim impairment assessment was not performed at June 30, 2024. In connection with the triggering event discussed above, the Company evaluated the CarOffer reporting unit goodwill for impairment as of June 30, 2024, by comparing its estimated fair value to its carrying value. The Company estimated the fair value of the CarOffer reporting unit using an income-based valuation approach by means of a discounted cash flow method. This fair value measurement is categorized as Level 3 within the fair value hierarchy as there are significant unobservable inputs utilized in the valuation technique. The assumptions used to estimate the fair value of the reporting unit included forecasted revenue and EBITDA, long term expectations for growth rates and operating profit margin, expected needs for annual capital expenditure and net working capital, and a market-participant discount rate derived via the capital asset pricing model. As of June 30, 2024, the carrying value for the CarOffer reporting unit (after adjustments for other long-lived asset impairments discussed above) exceeded its fair value, resulting in a non-cash impairment charge of $86,769, which was recognized within operating expenses in the Unaudited Condensed Consolidated Income Statements in the Digital Wholesale segment. As the goodwill for the CarOffer reporting unit is tax deductible, the Company then calculated the deferred tax effect of the goodwill impairment charge using the simultaneous equation method. This resulted in additional goodwill impairment and deferred tax assets of $28,437, for a total goodwill impairment of <span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:'Calibri',sans-serif;min-width:fit-content;">$115,206 recognized within operating expenses in the Unaudited Condensed Consolidated Income Statements in the Digital Wholesale segment. As of June 30, 2024, changes in the carrying value of goodwill are as follows: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.44%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> U.S. Marketplace </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> Digital Wholesale </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Other </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Total </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Balance as of December 31, 2023 </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">12,477</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 130,451 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">14,970</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 157,898 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Impairment of goodwill </td> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (115,206 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td

style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (115,206 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Other (1) </td> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,323 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,323 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Foreign currency translation adjustment </td> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (439 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (439 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Balance as of June 30, 2024 </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">12,477</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p 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style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">14,531</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 46,576 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table><div class="item-list-element-wrapper" style="margin-left:4.926%;display:flex;margin-top:0.6pt;justify-content:flex-start;align-items:baseline;margin-bottom:0;margin-right:4.935%;min-width:4.537%;text-align:justify;"><span style="transform:scale(0.67);color:#000000;white-space:pre-wrap;vertical-align:super;font-size:10pt;font-family:Calibri;transform-origin:top left;min-width:4.772072280539369%;display:inline-flex;justify-content:flex-start;">(1) During the three and six months ended June 30, 2024, the Company recognized an immaterial adjustment to goodwill and additional paid-in-capital, associated with the acquisitions of its equity interests in CarOffer, LLC. As of June 30, 2024, the accumulated impairment losses of goodwill were $115,206. As of December 31, 2023, there were no accumulated impairment losses of goodwill. <span

style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:'Calibri',sans-serif;min-width:fit-content;">Due to the partial impairment of the CarOffer reporting unit goodwill, the remaining goodwill balance related to this reporting unit is still considered to be at risk for future impairments. If projected future operating results further decline, including as a result of economic conditions or operational challenges, the Company may need to record additional impairment charges to further reduce the goodwill at the CarOffer reporting unit, which could be material and negatively affect its operations. 473100075380001152060002843700047310004731000753800075380000 As of June 30, 2024 and December 31, 2023, intangible assets consist of the following: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:44.1%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:8.22%;"></td> <td style="width:1%;"></td> <td style="width:1.14%;"></td> <td style="width:1%;"></td> <td style="width:7.9%;"></td> <td style="width:1%;"></td> <td style="width:1.14%;"></td> <td style="width:1%;"></td> <td style="width:7.9%;"></td> <td style="width:1%;"></td> <td style="width:1.14%;"></td> <td style="width:1%;"></td> <td style="width:8.42%;"></td> <td style="width:1%;"></td> <td style="width:1.14%;"></td> <td style="width:1%;"></td> <td style="width:7.9%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="18" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> As of June 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Weighted
Average
Remaining
Useful Life
(years) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Gross
Carrying
Amount </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Accumulated
Amortization </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Accumulated Impairment </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Net Carrying
Amount </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Brand </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6.6 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">32,138</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 11,776 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 12,824 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Customer relationships </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 19,870 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 19,870 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> <span style="color:#000000;white-space:pre-

wrap;font-family:'Calibri',sans-serif;min-width:fit-content;">— </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Developed technology </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:center;"> 65,212 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 64,565 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 647 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Total </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">117,220</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 96,211 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2,25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">8,185</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 12,824 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="18" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> As of December 31, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-

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(years) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:top;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Gross
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Amount </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Brand </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7.4 </td> <td style="white-space:nowrap;vertical-align:bottom,"> </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom,"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">32,193</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 10,262 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom,"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="vertical-align:top;"> Customer relationships </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 0.0 </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 19,870 </td> <td style="white-space:nowrap;vertical-align:bottom,"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom,"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 19,620 </td> <td style="white-space:nowrap;vertical-align:bottom,"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom,"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom,"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Developed technology </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 0.0 </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> <span style="font-

family:'Calibri',sans-serif;color:#000000;white-space:pre-wrap;min-width:fit-content;">65,212 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 63,690 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 647 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 875 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Total </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">117,275</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 93,572 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">647</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 23,056 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr>
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content;">2028 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,028 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> 2029 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,439 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Thereafter </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 2,259 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Total </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 12,824 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr>
</table>10140002028000202800020280002028000143900022590001282400086769000867690008437000115206000115206000 As of June 30, 2024, changes in the carrying value of goodwill are as follows:
<table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.44%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> U.S. Marketplace </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Digital Wholesale </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Other </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Total </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td>
</tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Balance as of December 31, 2023 </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">12,477</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 130,451 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">14,970</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 157,898 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Impairment of goodwill </td> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (115,206 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> <span

style="white-space:pre-wrap;font-family:'Calibri',sans-serif;min-width:fit-content;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (115,206 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Other (1) </td> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,323 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,323 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Foreign currency translation adjustment </td> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (439 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Balance as of June 30, 2024 </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">12,477</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 19,568 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">14,531</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 46,576 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table><div class="item-list-element-wrapper" style="margin-left:4.926%;display:flex;margin-top:0.6pt;justify-content:flex-start;align-items:baseline;margin-bottom:0;margin-right:4.935%;min-width:4.537%;text-align:justify;"><span style="transform:scale(0.67);color:#000000;white-space:pre-wrap;vertical-align:super;font-size:10pt;font-family:Calibri;transform-origin:top left;min-width:4.772072280539369%;display:inline-flex;justify-content:flex-start;">(1) During the three and six months ended June 30, 2024, the Company recognized an immaterial adjustment to goodwill and additional paid-in-capital, associated with the acquisitions of its equity interests in CarOffer, LLC.
1247700013045100014970000157898000115206000115206000432300043230004323000-439000-43900012477000195680001453100046576000115206000<p style="font-

size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">7. Accrued Expenses, Accrued Income Taxes, and Other Current Liabilities As of June 30, 2024 and December 31, 2023, accrued expenses, accrued income taxes, and other current liabilities consist of the following: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:67.08%;"></td> <td style="width:1.58%;"></td> <td style="width:1%;"></td> <td style="width:12.879999999999999%;"></td> <td style="width:1%;"></td> <td style="width:1.58%;"></td> <td style="width:1%;"></td> <td style="width:12.879999999999999%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> As of
June 30,
2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> As of
December 31,
2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Accrued bonus </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">12,443</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 15,247 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Other accrued expenses, accrued income taxes, and other current liabilities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 21,481 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 18,471 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:15pt;white-space:pre-wrap;vertical-align:top;"> Total </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">33,924</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 33,718 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> As of June 30, 2024 and December 31, 2023, accrued expenses, accrued income taxes, and other current liabilities consist of the following: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:67.08%;"></td> <td style="width:1.58%;"></td> <td style="width:1%;"></td> <td style="width:12.879999999999999%;"></td> <td style="width:1%;"></td> <td style="width:1.58%;"></td> <td style="width:1%;"></td> <td style="width:12.879999999999999%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> As of
June 30,
2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> As of
December 31,
2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Accrued bonus </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">12,443</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 15,247 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Other accrued expenses, accrued income taxes, and other current liabilities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-

space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">21,481</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">18,471</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word,"> <td style="text-indent:15pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:15pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">33,924</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">33,718</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table>12443000152470002148100018471000339240003371800<p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">8. Debt </p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">As of June 30, 2024 and December 31, 2023, the Company had no long-term debt outstanding.</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">Revolving Credit Facility</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">On September 26, 2022, the Company entered into a Credit Agreement (the "Credit Agreement") with PNC Bank, National Association, as administrative agent and collateral agent and an L/C Issuer (as defined in the Credit Agreement), and the other lenders, L/C Issuers, and parties thereto from time to time. The Credit Agreement consists of a revolving credit facility (the "2022 Revolver"), which allows the Company to borrow up to $400.0 million, $50.0 million of which may be comprised of a letter of credit sub-facility (the "2022 Revolver Sub-facility"). The borrowing capacity under the Credit Agreement may be increased in accordance with the terms and subject to the adjustments as set forth in the Credit Agreement. Specifically, the borrowing capacity may be increased by an amount up to the greater of $250.0 million or 100% of Four Quarter Consolidated EBITDA (as defined in the Credit Agreement) if certain criteria are met and subject to certain restrictions. Any such increase requires lender approval. Proceeds of any borrowings may be used for general corporate purposes. The 2022 Revolver is scheduled to mature on September 26, 2027. </p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">The applicable interest rate is, at the Company's option, based on a number of different benchmark rates and applicable spreads, based on the ratio of the outstanding principal amount of the Company's secured indebtedness to the trailing four quarters of consolidated EBITDA (as determined under the Credit Agreement, the "Consolidated Secured Net Leverage Ratio"). The Credit Agreement also requires the Company to pay a commitment fee to the lenders with respect of the unutilized revolving commitments at a rate ranging from 0.125% to 0.175% per annum based on the Consolidated Secured Net Leverage Ratio, as determined on a quarterly basis. </p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">The 2022 Revolver is secured by a first priority lien on substantially all tangible and intangible property of the Company, as well as any future guarantors, and pledges of the equity of certain wholly-owned subsidiaries, in each case subject to certain exceptions, limitations, and exclusions from the collateral. The Credit Agreement includes customary events of default and requires the Company to comply with customary affirmative and negative covenants, including a financial covenant requiring that the Company not exceed certain Consolidated Secured Net Leverage Ratio ranges at the end of each fiscal quarter. The Company was in compliance with all covenants as of June 30, 2024.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">As of June 30, 2024, there were no borrowings and $9,407 in letters of credit outstanding under the 2022 Revolver associated with the Company's leases, which reduced the borrowing capacity under the 2022 Revolver to $390,593. As of December 31, 2023, there were no borrowings and $9,627 in letters of credit outstanding under the 2022 Revolver, which reduced the borrowing capacity under the 2022 Revolver to $390,373.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">As of June 30, 2024 and December 31, 2023, deferred financing costs were $1,669 and $1,927, respectively.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, amortization expense associated with deferred financing costs was immaterial.</p>For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, commitment fees under the 2022 Revolver were immaterial.0040000000050000000025000000012027-09-260.001250.00175094070003905930000962700039037300016690001927000<p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">9. Commitments and Contingencies </p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">Contractual Obligations and Commitments</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">As of June 30, 2024, all of the Company's property and equipment and hosting arrangements have been purchased with cash with the exception of unpaid amounts as disclosed in the Unaudited Condensed Consolidated Statements of Cash Flows. </p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">In connection with the Company's operating lease agreement in Boston, Massachusetts for 225,428<span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:'Calibri',sans-serif;min-width:fit-content;"> square feet at 1001 Boylston Street (the "1001

Boylston Street Lease"), the Company expects to spend an additional $16,348 to complete its buildout, of which $11,498 has been committed and remains unspent as of June 30, 2024. These costs will be partially reimbursable under the tenant improvement allowance.

The Company is subject to a number of risks and uncertainties common to companies in its and similar industries and stages of development including, but not limited to, rapid technological changes, competition from substitute products and services from larger companies, management of international activities, protection of proprietary rights, patent litigation, and dependence on key individuals.

Leases

The Company's material lease obligations consist of various leases for office space in: Boston, Massachusetts; Cambridge, Massachusetts; Addison, Texas; and Dublin, Ireland.

As of June 30, 2024, there were no material changes in the Company's leases from those disclosed in the Annual Report, other than those described below.

Addison, Texas

During the three months ended June 30, 2024, the Company identified an impairment of right-of-use assets associated with its Addison, Texas lease. For further information, refer to Note 6 of the Unaudited Condensed Consolidated Financial Statements.

1001 Boylston

On April 12, 2024 and May 3, 2024, the Company entered into various change orders regarding the 1001 Boylston Street Lease and related buildout. The change orders modify the responsibilities outlined in the 1001 Boylston Street Lease, and reallocate the responsibility of certain buildout costs from the landlord to the Company. The costs related to this work are reimbursable by the landlord, effectively increasing the tenant improvement allowance from the 1001 Boylston Street Lease by $456. The Company accounted for these change orders as a remeasurement of the 1001 Boylston Street Lease, using an incremental borrowing rate as of the modification date, May 3, 2024. The lease remeasurement resulted in a decrease in the lease liability and right-of-use asset on the Unaudited Condensed Consolidated Balance Sheets of $1,493. There was not a material impact on the Unaudited Condensed Consolidated Income Statement or future minimum lease payments.

On March 19, 2024, the Company entered into a letter agreement regarding the 1001 Boylston Street Lease (the "2024 Letter Agreement"). The 2024 Letter Agreement memorializes the Substantial Completion Date, Commencement Date, Fixed Rent Commencement Date (as each term is defined in the 1001 Boylston Street Lease), and the rental credits and holdover compensation owed to the Company per the 1001 Boylston Street Lease. The 2024 Letter Agreement also modifies the parking privileges and payments, which commenced on June 1, 2024, and provides reimbursement from the landlord to the Company for additional unexpected costs incurred. The Company accounted for the 2024 Letter Agreement as a remeasurement of the 1001 Boylston Street Lease, using an incremental borrowing rate as of the modification date, March 19, 2024. The lease remeasurement resulted in a decrease in the lease liability and right-of-use asset on the Unaudited Condensed Consolidated Balance Sheets of $3,536. There was not a material impact on the Unaudited Condensed Consolidated Income Statement or future minimum lease payments.

Restricted Cash

As of June 30, 2024 and December 31, 2023, restricted cash was $2,196 and $2,563, respectively, and in each case primarily related to pass-through payments from customers related to the Company's Digital Wholesale business.

Legal Matters

From time to time, the Company may become involved in legal proceedings or be subject to claims arising in the ordinary course of its business. The Company recognizes a liability when it believes that it is both probable that a liability has been incurred and the amount of loss can be reasonably estimated. Judgment is required to determine both the probability of having incurred a liability and the estimated amount of the liability. The Company is not presently subject to any pending or threatened litigation that it believes, if determined adversely to the Company, individually or taken together, would reasonably be expected to have a material adverse effect on its business or financial results. However, litigation is inherently unpredictable and the future outcome of legal proceedings and other contingencies may be unexpected or differ from the Company's estimated liabilities, which could have a material adverse effect on the Company's future financial results.

Guarantees and Indemnification Obligations

In the ordinary course of business, the Company enters into agreements with its customers, partners, and service providers that include commercial provisions with respect to licensing, infringement, guarantees, indemnification, and other common provisions.

The Company provides certain guarantees to dealers through products such as its 45-Day Guarantee and OfferGuard service offerings on the CarOffer platform, which are accounted for under ASC Topic 460, Guarantees.

45-Day Guarantee is an arrangement through which a selling dealer lists a car on the CarOffer platform, and the Company provides an offer to purchase the vehicle listed at a specified price at any time over a 45-day period. This provides the seller with a put option, where they have the right, but not the obligation, to require the Company to purchase the vehicle during this window. OfferGuard is an arrangement through which a buying dealer purchases a car on the CarOffer platform, and the Company provides an offer to purchase the vehicle at a specified price between days 1 and 3, and days 42 and 45 if the dealer is not able to sell the vehicle after 42 days.

For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, income for guarantees purchased by dealers was $127, $546, $363, and $1,160, respectively. For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, the net gains or losses recognized within cost of revenue in the Unaudited Condensed Consolidated Income Statements resulting from dealers' exercise of guarantees was immaterial.

As of June 30, 2024, the maximum potential amount of future payments that the Company could be required to make under these guarantees was $4,945. Of the maximum potential amount of future payments, the losses that were probable were not material. As such, as of June 30, 2024, the Company had no material contingent loss liabilities.

As of December 31, 2023, the maximum potential amount of future payments that the Company could be required to make under these guarantees was $10,158. Of the maximum potential amount of future payments, the losses that were probable were not material. As such, as of December 31, 2023, the Company had no material contingent loss liabilities.

22542816348000114980004560001493000149300035360003536000219600025630000provides certain guarantees to dealers through products such as its 45-Day Guarantee and OfferGuard service offerings on the CarOffer platform, which are accounted for under ASC Topic 460, Guarantees.45127000546000036300011600004945000101580000

10. Stock-based Compensation and Common Stock Share Repurchases Stock-based Compensation Expense For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, stock-based compensation expense by award type and where the stock-based compensation expense was recognized in the Unaudited Condensed Consolidated Income Statements is as follows: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.44%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended
June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Six Months Ended
June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:middle;text-align:left;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Options </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">555</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 590 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,146</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri';sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,204 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Restricted Stock Units </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 15,002 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 14,012 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 30,233 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 28,375 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> CO Incentive Units and Subject Units </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-

*align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,225 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,225 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Total </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">15,557</p></td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 15,827 </td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">31,379</p></td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 30,804 </td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table>   <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.44%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended
June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Six Months Ended
June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Cost of revenue </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">60</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 185 </td> <td style="white-space:nowrap;vertical-align:bottom;"> <span style="font-*

family:'Calibri',sans-serif;min-width:fit-content;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">291</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 328 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Sales and marketing expense </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,250 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,872 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,124 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,956 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Product, technology, and development expense </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,024 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,034 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 12,001 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 12,323 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> General and administrative expense </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 6,223 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 6,736 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 12,963 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 12,197 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Total </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">15,557</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td

style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 15,827 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">31,379</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 30,804 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, stock-based compensation expense excluded $1,861, $1,292, $3,688, and $2,437, respectively, of capitalized website development costs, capitalized internal-use software costs, and capitalized hosting arrangements. Common Stock Share Repurchases On November 7, 2023, the Company announced that the Board of Directors authorized a share repurchase program (the "2024 Share Repurchase Program") pursuant to which the Company may, from time to time, purchase shares of its Class A common stock for an aggregate purchase price not to exceed $250.0 million. Share repurchases under the 2024 Share Repurchase Program may be made through a variety of methods, including but not limited to open market purchases, privately negotiated transactions, and transactions that may be effected pursuant to one or more plans under Rule 10b5-1 and/or Rule 10b-18 of the Securities Exchange Act of 1934, as amended. The 2024 Share Repurchase Program does not obligate the Company to repurchase any minimum dollar amount or number of shares. The 2024 Share Repurchase Program has an effective date of January 1, 2024, and an expiration date of December 31, 2024, and prior to its expiration may be modified, suspended, or discontinued by the Board of Directors at any time without prior notice. All repurchased shares of Class A common stock under the 2024 Share Repurchase Program will be retired. The Company has funded and expects to continue to fund any additional share repurchases under the 2024 Share Repurchase Program through cash on hand and cash generated from operations. On December 8, 2022, the Company announced that the Board of Directors authorized a share repurchase program (the "2022 Share Repurchase Program") pursuant to which the Company could, from time to time, purchase shares of its Class A common stock for an aggregate purchase price not to exceed $250.0 million. The 2022 Share Repurchase Program expired on December 31, 2023. The 2022 Share Repurchase Program did not obligate the Company to repurchase any minimum dollar amount or number of shares. All repurchased shares of Class A common stock under the 2022 Share Repurchase Program were retired. The Company funded share repurchases under the 2022 Share Repurchase Program through cash on hand and cash generated from operations.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">During the three months ended June 30, 2024, the Company repurchased and retired 2,654,807 shares for $61,350, exclusive of commissions and excise tax, at an average cost of $23.11 per share, under the 2024 Share Repurchase Program. During the six months ended June 30, 2024, the Company repurchased and retired 6,193,001 shares for $142,417, exclusive of commissions and excise tax, at an average cost of $23.00 per share, under the 2024 Share Repurchase Program. As of June 30, 2024, the Company had remaining authorization to purchase up to $107,583 of the Company's Class A common stock under the 2024 Share Repurchase Program. During the three months ended June 30, 2023, the Company repurchased and retired 1,311,387 shares for $21,968, exclusive of commissions and excise tax, at an average cost of $16.75 per share, under the 2022 Share Repurchase Program. During the six months ended June 30, 2023, the Company repurchased and retired 5,301,248 shares for $87,119, exclusive of commissions and excise tax, at an average cost of <span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:'Calibri',sans-serif;min-width:fit-content;">$16.43 per share, under the Share Repurchase Program. For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, stock-based compensation expense by award type and where the stock-based compensation expense was recognized in the Unaudited Condensed Consolidated Income Statements is as follows:

<table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;">
<tr style="visibility:collapse;">
<td style="width:50.44%;"></td>
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<tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;">
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<td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended
June 30, </td>
<td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td>
<td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New

Roman;margin-bottom:0;text-align:left;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Six Months Ended
June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:middle;text-align:left;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Options </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">555</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 590 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,146</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,204 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Restricted Stock Units </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 15,002 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 14,012 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 30,233 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 28,375 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> CO Incentive Units and Subject Units </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,225 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,225 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-

wrap;vertical-align:top;"> Total </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">15,557</p></td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 31,379 </td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">30,804</p></td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Three Months Ended
June 30,</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Six Months Ended
June 30,</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023</p></td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Cost of revenue</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 60 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">185</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 291 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 328 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Sales and marketing expense </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,250 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-

space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,872 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,124 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,956 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Product, technology, and development expense </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,024 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,034 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 12,001 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 12,323 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> General and administrative expense </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 6,223 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 6,736 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 12,963 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 15,827 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">31,379</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 30,804 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 600001850002910003280003250000287200061240005956000602400060340001200100012323000622300067360001296300012197000155570001582700031379000308600001-012024-12-31250000000265480761350000023.116193001142417000231075830001311387219680001 6.755301248071190001 6.43 11. Earnings Per Share The Company has two classes of common stock authorized: Class A common stock and Class B common stock. The rights of

the holders of Class A and Class B common stock are identical, except with respect to voting and conversion. Each share of Class A common stock is entitled to one vote per share and each share of Class B common stock is entitled to ten votes per share. Each share of Class B common stock is convertible into one share of Class A common stock at the option of the holder at any time or automatically upon certain events described in the Company's fourth amended and restated certificate of incorporation, including upon either the death or voluntary termination of the Company's Executive Chair. The Company allocates undistributed earnings attributable to common stock between the common stock classes on a one-to-one basis when computing net income per share. As a result, basic and diluted net income per share of Class A common stock and per share of Class B common stock are equivalent. During the three months ended June 30, 2024 and 2023 and the six months ended June 30, 2024 and 2023, no shares of Class B common stock were converted into Class A common stock. Basic net income per share ("Basic EPS") is computed by dividing consolidated net income adjusted for net loss attributable to redeemable noncontrolling interest and changes in the redemption value of redeemable noncontrolling interest, if applicable, by the weighted-average number of common shares outstanding during the reporting period. The Company computes the weighted-average number of common shares outstanding during the reporting period using the total number of shares of Class A common stock and Class B common stock outstanding as of the last day of the previous year plus the weighted-average of any additional shares issued and outstanding during the reporting period, less the weighted-average of any shares repurchased during the period. Diluted net income per share ("Diluted EPS") gives effect to all potentially dilutive securities. Diluted EPS is computed by dividing consolidated net income adjusted for net loss attributable to redeemable noncontrolling interest and changes in the redemption value of redeemable noncontrolling interest, if applicable and dilutive, by the weighted-average number of common shares outstanding during the reporting period using (i) the number of shares of common stock used in the Basic EPS calculation as indicated above, and (ii) if dilutive, the incremental weighted-average common stock that the Company would issue upon the exercise of stock options and the vesting of restricted stock units. The dilutive effect of these common stock equivalents is reflected in diluted earnings per share by application of the treasury stock method. For previous periods, the if-converted method was used to calculate the number of shares issuable upon exercise of the 2024 Put Right (as defined in Note 2 to the consolidated financial statements contained within the Annual Report), inclusive of CarOffer noncontrolling interest and CO Incentive and Subject Units (as each term is defined in Note 2 to the consolidated financial statements contained within the Annual Report), that would have been issuable as of the end of the reporting period assuming the end of the reporting period was also the end of the contingency period. For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, a reconciliation of the numerator and denominator used in the calculation of basic and diluted net (loss) income per share is as follows: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:50.44%;"></td><td style="width:1.199%;"></td><td style="width:1%;"></td><td style="width:9.191%;"></td><td style="width:1%;"></td><td style="width:1.199%;"></td><td style="width:1%;"></td><td style="width:9.191%;"></td><td style="width:1%;"></td><td style="width:1.199%;"></td><td style="width:1%;"></td><td style="width:9.191%;"></td><td style="width:1%;"></td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;text-align:left;"> </td><td style="vertical-align:bottom;"> </td><td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended
June 30, </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td style="vertical-align:bottom;"> </td><td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Six Months Ended
June 30, </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:middle;text-align:left;"> </td><td style="vertical-align:middle;"> </td><td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td><td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td style="vertical-align:middle;"> </td><td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td><td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td style="vertical-align:middle;"> </td><td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td><td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td style="vertical-align:middle;"> </td><td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td><td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:top;"> Numerator: </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;text-align:center;"> </td><td style="vertical-align:bottom;text-align:center;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;text-align:center;"> </td><td style="vertical-align:bottom;text-align:center;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;text-align:center;"> </td><td style="vertical-align:bottom;text-align:center;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;text-align:center;"> </td><td style="vertical-align:bottom;text-align:center;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;text-align:center;"> </td><td style="vertical-align:bottom;text-align:center;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;text-align:center;"> </td><td style="vertical-align:bottom;text-align:center;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;text-align:center;"> </td><td style="vertical-align:bottom;text-align:center;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;text-align:center;"> </td><td style="vertical-align:bottom;text-align:center;"> </td><td style="vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Consolidated net (loss) income </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"><p

style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(68,721</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 13,817 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(47,420</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 25,683 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Net loss attributable to redeemable noncontrolling interest </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (2,596 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (6,862 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Net (loss) income attributable to common stockholders — basic </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(68,721</p></td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p 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#000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 32,545 </td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Net loss attributable to redeemable noncontrolling interest </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (2,596 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-

family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (6,862 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Net (loss) income attributable to common stockholders — diluted </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(68,721</p></td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 13,817 </td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(47,420</p></td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 25,683 </td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Denominator: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Weighted-average number of shares of common stock used <br/> in computing net (loss) income per share attributable to <br/> common stockholders — basic </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 103,827,661 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 113,438,057 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 105,501,236 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 114,392,961 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Dilutive effect of share equivalents resulting from stock <br/> options </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 226,406 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New

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align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-wrap;font-
family:'Calibri',sans-serif;min-width:fit-content;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-
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space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">228,043</p></td> <td style="white-space:nowrap;vertical-
align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="font-family:'Calibri',sans-serif;min-
width:fit-content;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-
wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Dilutive effect of share equivalents resulting from
   unvested
restricted stock units</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-
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serif;min-width:fit-content;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-
align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-wrap;font-
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family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-
space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">826,188</p></td> <td style="white-space:nowrap;vertical-
align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="font-family:'Calibri',sans-serif;min-
width:fit-content;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
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space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="font-
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family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-
space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">576,886</p></td> <td style="white-space:nowrap;vertical-
align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="font-family:'Calibri',sans-serif;min-
width:fit-content;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-
wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Weighted-average number of shares of common stock
   used in
computing net (loss) income per share attributable to
   common stockholders — diluted</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p
style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-wrap;font-family:'Calibri',sans-serif;min-
width:fit-content;"> </p></td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="border-
top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:right;">103,827,661</p></td> <td
style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-wrap;font-family:'Calibri',sans-serif;min-width:fit-
content;"> </p></td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times
New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="border-top:0.5pt solid
#000000;white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:right;">114,490,651</p></td> <td style="border-
top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">
 </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-wrap;font-family:'Calibri',sans-serif;min-width:fit-
content;"> </p></td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times
New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="border-top:0.5pt solid
#000000;white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:right;">105,501,236</p></td> <td style="border-
top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">
 </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-wrap;font-family:'Calibri',sans-serif;min-width:fit-
content;"> </p></td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times
New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="border-top:0.5pt solid
#000000;white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:right;">115,197,890</p></td> <td style="border-
top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">
 </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-
break:break-word;"> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Net (loss) income per share attributable to common stockholders:
</p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-
space:pre-wrap;font-family:'Calibri',sans-serif;min-width:fit-content;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="white-space:pre-wrap;font-family:'Calibri',sans-serif;min-width:fit-
content;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-wrap;font-family:'Calibri',sans-serif;min-width:fit-
content;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:right;"> </p></td> <td style="vertical-
align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="white-space:pre-
wrap;font-family:'Calibri',sans-serif;min-width:fit-content;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times
New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2"
style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="white-
space:pre-wrap;font-family:'Calibri',sans-serif;min-width:fit-content;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="white-space:pre-wrap;font-family:'Calibri',sans-serif;min-width:fit-
content;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">
 </p></td> <td colspan="2" style="vertical-align:bottom;text-
align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="white-space:pre-wrap;font-
family:'Calibri',sans-serif;min-width:fit-content;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td>
</tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-
top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;white-space:pre-wrap;font-family:'Calibri',sans-serif;min-width:fit-
content;">Basic</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;"> </p></td> <td style="white-
space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-
align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:right;">(<span style="font-family:'Calibri',sans-
serif;color:#000000;white-space:pre-wrap;min-width:fit-content;">0.66</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double
#ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-
serif;min-width:fit-content;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-
space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-
align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:right;">0.14</p></td> <td style="white-
space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-wrap;font-family:'Calibri',sans-serif;min-width:fit-
content;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td
style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:right;">(0.45</p></td> <td style="white-space:nowrap;vertical-
align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span

style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-content;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">0.28</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Diluted</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (0.66 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">0.12</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 0.45 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 0.22 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, potentially dilutive common stock equivalents that have been excluded from the calculation of diluted weighted-average shares outstanding as their effect would have been anti-dilutive are as follows: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.34%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:9.38%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:9.38%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:9.38%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:9.52%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended
June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Six Months Ended
June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Stock options outstanding </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 713,205 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 558,080 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 537,981 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-

size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">559,054 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Restricted stock units outstanding </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,567,748 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,291,538 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,025,342 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,749,365 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> </table> For the three and six months ended June 30, 2024, there was no effect of potentially dilutive shares as the numerator was negative and there were no contingently issuable shares as a result of the acquisition of remaining minority equity interests in CarOffer. For the three and six months ended June 30, 2023, the number of issuable shares estimated upon exercise of the 2024 Put Right was zero. The Company has two classes of common stock authorized: Class A common stock and Class B common stock. The rights of the holders of Class A and Class B common stock are identical, except with respect to voting and conversion. Each share of Class A common stock is entitled to one vote per share and each share of Class B common stock is entitled to ten votes per share, Each share of Class B common stock is convertible into one share of Class A common stock at the option of the holder at any time or automatically upon certain events described in the Company's fourth amended and restated certificate of incorporation, including upon either the death or voluntary termination of the Company's Executive Chair. The Company allocates undistributed earnings attributable to common stock between the common stock classes on a one-to-one basis when computing net income per share. As a result, basic and diluted net income per share of Class A common stock and per share of Class B common stock are equivalent. one vote per share1 ten votes per share10Each share of Class B common stock is convertible into one share of Class A common stock at the option of the holder at any time or automatically upon certain events described in the Company's fourth amended and restated certificate of incorporation, including upon either the death or voluntary termination of the Company's Executive Chair.one share of Class A common stock10000 For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, a reconciliation of the numerator and denominator used in the calculation of basic and diluted net (loss) income per share is as follows: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.44%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended
June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Six Months Ended
June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:middle;text-align:left;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Numerator: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> <span style="white-space:pre-

wrap;font-family:'Calibri',sans-serif;min-width:fit-content;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> Consolidated net (loss) income </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(68,721</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 13,817 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(47,420</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Net loss attributable to redeemable noncontrolling interest</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,596</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(6,862</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Net (loss) income attributable to common stockholders — basic</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (68,721 </td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(47,420</p></td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 32,545 </td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Net loss attributable to redeemable noncontrolling interest </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td

style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (2,596 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (6,862 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Net (loss) income attributable to common stockholders — diluted </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(68,721</p></td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 13,817 </td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(47,420</p></td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 25,683 </td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Denominator: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Weighted-average number of shares of common stock used <br/> in computing net (loss) income per share attributable to <br/> common stockholders — basic </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 103,827,661 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 113,438,057 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 105,501,236 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 114,392,961 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Dilutive effect of share equivalents resulting from stock

   options</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;"> </p></td> <td style="white-
space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="font-
family:'Calibri',sans-serif;min-width:fit-content;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="color:#000000;white-space:pre-wrap;font-family:'Calibri',sans-
serif;min-width:fit-content;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-
align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-wrap;font-
family:'Calibri',sans-serif;min-width:fit-content;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-
space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">226,406</p></td> <td style="white-space:nowrap;vertical-
align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="font-family:'Calibri',sans-serif;min-
width:fit-content;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
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space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="font-
family:'Calibri',sans-serif;min-width:fit-content;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="color:#000000;white-space:pre-wrap;font-family:'Calibri',sans-
serif;min-width:fit-content;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-
align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-wrap;font-
family:'Calibri',sans-serif;min-width:fit-content;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-
space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">228,043</p></td> <td style="white-space:nowrap;vertical-
align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="font-family:'Calibri',sans-serif;min-
width:fit-content;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-
wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Dilutive effect of share equivalents resulting from
   unvested
restricted stock units</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-
space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="font-
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serif;min-width:fit-content;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-
align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-wrap;font-
family:'Calibri',sans-serif;min-width:fit-content;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-
space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">826,188</p></td> <td style="white-space:nowrap;vertical-
align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="font-family:'Calibri',sans-serif;min-
width:fit-content;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
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space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="font-
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size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="color:#000000;white-space:pre-wrap;font-family:'Calibri',sans-
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family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-
space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">576,886</p></td> <td style="white-space:nowrap;vertical-
align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="font-family:'Calibri',sans-serif;min-
width:fit-content;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-
wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Weighted-average number of shares of common stock
   used in
computing net (loss) income per share attributable to
   common stockholders — diluted</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p
style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-wrap;font-family:'Calibri',sans-serif;min-
width:fit-content;"> </p></td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="border-
top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:right;">103,827,661</p></td> <td
style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
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New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="border-top:0.5pt solid
#000000;white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:right;">114,490,651</p></td> <td style="border-
top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">
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size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-wrap;font-family:'Calibri',sans-serif;min-width:fit-
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#000000;white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:right;">105,501,236</p></td> <td style="border-
top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">
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size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-wrap;font-family:'Calibri',sans-serif;min-width:fit-
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New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="border-top:0.5pt solid
#000000;white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:right;">115,197,890</p></td> <td style="border-
top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">
 </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-
break:break-word;"> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Net (loss) income per share attributable to common stockholders:
</p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-
space:pre-wrap;font-family:'Calibri',sans-serif;min-width:fit-content;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="white-space:pre-wrap;font-family:'Calibri',sans-serif;min-width:fit-
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size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-wrap;font-family:'Calibri',sans-serif;min-width:fit-
content;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:right;"> </p></td> <td style="vertical-
align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="white-space:pre-
wrap;font-family:'Calibri',sans-serif;min-width:fit-content;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times
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style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="white-
space:pre-wrap;font-family:'Calibri',sans-serif;min-width:fit-content;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="white-space:pre-wrap;font-family:'Calibri',sans-serif;min-width:fit-
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align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="white-space:pre-wrap;font-
family:'Calibri',sans-serif;min-width:fit-content;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td>
</tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-
top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;white-space:pre-wrap;font-family:'Calibri',sans-serif;min-width:fit-
content;">Basic</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;"> </p></td> <td style="white-
space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-

align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (0.66 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">0.14</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 0.28 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Diluted </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(0.66</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 0.12 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(0.45</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 0.22 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> -6872100013817000-47420000256830000-2596000-6862000-6872100016413000-47420000325450000-2596000-6862000-6872100013817000-47420000256830001038276611134380571055012361143929612264062280438261885768861038276611144906511055012361151978900.660.140.450.280.660.120.450.22 For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, potentially dilutive common stock equivalents that have been excluded from the calculation of diluted weighted-average shares outstanding as their effect would have been anti-dilutive are as follows: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.34%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:9.38%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:9.38%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:9.38%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:9.52%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> Three Months Ended
June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Six Months Ended
June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Stock options outstanding </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-

size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 713,205 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 558,080 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 537,981 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 559,054 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Restricted stock units outstanding </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,567,748 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,291,538 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,025,342 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,749,365 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr>
</table>713205558008053798155905465677482291538102534227493652<p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">12. Income Taxes</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">During the three months ended June 30, 2024 and 2023, the Company recognized an income tax benefit of $21,702 and an income tax provision of $8,601, representing an effective tax rate of 24.0% and 34.4%, respectively. During the six months ended June 30, 2024 and 2023, the Company recognized an income tax benefit of $13,318 and income tax provision of $15,132, representing an effective tax rate of 21.9%, and 31.7%, respectively. </p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">The effective tax rates for the three months ended June 30, 2024 and 2023 and the six months ended June 30, 2024 and 2023, was greater than the statutory tax rate of 21%, principally due to state and local income taxes, the Section 162(m) excess officer compensation limitation, and non-deductible meals and commuter fringe benefits, partially offset by federal and state research and development tax credits.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">The Organisation for Economic Co-operation and Development introduced an international tax framework under Pillar Two, which includes a global minimum tax of 15%. Pillar Two legislation has been enacted or substantively enacted in certain jurisdictions where the Company operates. The Pillar Two legislation became effective for the Company's fiscal year beginning January 1, 2024. The Company performed an assessment of its potential exposure to Pillar Two income taxes based on the Company's most recent tax filings, country-by-country reporting, and financial statements for the constituent entities within the Company. Based on the assessment performed, the Company meets the Pillar Two transitional safe harbor effective tax rate relief as all jurisdictions in which the Company operates are above 15%. The Company does not expect any exposure to Pillar Two income taxes in any jurisdictions.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">The Company and its subsidiaries are subject to various U.S. federal, state, and foreign income tax examinations. The Company is currently not subject to income tax examination for the tax years 2019 and prior as a result of applicable statute of limitations of the Internal Revenue Service and a majority of applicable state jurisdictions. The Company is currently not subject to examination in its foreign jurisdictions for the tax years 2018 and prior.</p>-217020008601000.240.344-133180001513200000.2190.3170.210.210.210.210.150.1520192018<p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">13. Segment and Geographic Information</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">The Company has two reportable segments, U.S. Marketplace and Digital Wholesale. Segment information is presented in the same manner as the Company's CODM reviews the Company's operating results in assessing performance and allocating resources. The CODM reviews segment revenue and segment operating income (loss) as a proxy for the performance of the Company's operations. The Company's Chief Executive Officer is the CODM on behalf of both reportable segments.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;"><span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:'Calibri',sans-serif;min-width:fit-content;">The U.S. Marketplace segment derives revenue from marketplace services from customers within the U.S. The Digital Wholesale segment derives revenue from Dealer-to-Dealer and

IMCO services and products which are sold on the CarOffer platform. The Company also has two operating segments which are individually immaterial and therefore aggregated into the Other category to reconcile reportable segments to the Unaudited Condensed Consolidated Income Statements. The Other category derives revenue from marketplace services from customers outside of the U.S. Revenue and costs discretely incurred by reportable segments, including depreciation and amortization, are included in the calculation of reportable segment income (loss) from operations. For the three and six months ended June 30, 2023, Digital Wholesale segment (loss) from operations also reflects certain IMCO marketing and lead generation fees allocated from the U.S. Marketplace segment. Asset information by reportable segment is not provided to the CODM as asset information is assessed and reviewed on a consolidated basis. For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, segment revenue, segment income (loss) from operations, and segment depreciation and amortization are as follows: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:50.44%;"></td><td style="width:1.199%;"></td><td style="width:1%;"></td><td style="width:9.191%;"></td><td style="width:1%;"></td><td style="width:1.199%;"></td><td style="width:1%;"></td><td style="width:9.191%;"></td><td style="width:1%;"></td><td style="width:1.199%;"></td><td style="width:1%;"></td><td style="width:9.191%;"></td><td style="width:1%;"></td><td style="width:1.199%;"></td><td style="width:1%;"></td><td style="width:9.191%;"></td><td style="width:1%;"></td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;text-align:left;"> </td><td style="vertical-align:bottom;"> </td><td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended
June 30, </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td style="vertical-align:bottom;"> </td><td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Six Months Ended
June 30, </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:middle;text-align:left;"> </td><td style="vertical-align:middle;"> </td><td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td><td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td style="vertical-align:middle;"> </td><td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td><td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td style="vertical-align:middle;"> </td><td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td><td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td style="vertical-align:middle;"> </td><td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td><td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:top;"> Segment Revenue: </td><td style="vertical-align:top;"> </td><td colspan="2" style="vertical-align:top;"> </td><td style="vertical-align:top;"> </td><td style="vertical-align:top;"> </td><td colspan="2" style="vertical-align:top;"> </td><td style="vertical-align:top;"> </td><td colspan="2" style="vertical-align:top;"> </td><td style="vertical-align:top;"> </td><td colspan="2" style="vertical-align:top;"> </td><td style="vertical-align:top;"> </td><td colspan="2" style="vertical-align:top;"> </td><td style="vertical-align:top;"> </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> U.S. Marketplace </td><td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> </td><td style="white-space:nowrap;vertical-align:top;"> $</p></td><td style="white-space:pre-wrap;vertical-align:top;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">180,052</p></td><td style="white-space:nowrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td><td style="white-space:pre-wrap;vertical-align:top;text-align:center;"> 158,443 </td><td style="white-space:nowrap;vertical-align:top;"> </td><td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> $</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">353,040</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 314,064 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Digital Wholesale </td><td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> </td><td style="white-space:nowrap;vertical-align:top;"> </td><td style="white-space:pre-wrap;vertical-align:top;text-align:center;"> 23,525 </td><td style="white-space:nowrap;vertical-align:top;"> </td><td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-

indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:top;"> </td> <td style="white-space:pre-wrap;vertical-align:top;text-align:center;"> 68,787 </td> <td style="white-space:nowrap;vertical-align:top;"> </td> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 52,102 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 133,623 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Other </td> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:top;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:top;border-bottom:0.5pt solid #000000;text-align:center;"> 15,115 </td> <td style="white-space:nowrap;vertical-align:top;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:top;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:top;border-bottom:0.5pt solid #000000;text-align:center;"> 12,507 </td> <td style="white-space:nowrap;vertical-align:top;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:center;"> 29,346 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 24,013 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:20pt;white-space:pre-wrap;vertical-align:top;"> Total </td> <td style="text-indent:20pt;white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:top;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:top;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">218,692</p></td> <td style="white-space:nowrap;vertical-align:top;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="text-indent:20pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:20pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:top;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:top;border-bottom:2.25pt double #000000;text-align:center;"> 239,737 </td> <td style="white-space:nowrap;vertical-align:top;border-bottom:2.25pt double #ffffff03;"> </td> <td style="text-indent:20pt;white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:top;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:top;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">434,488</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri';sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 471,700 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table>   <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.44%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> </tr> <tr 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June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Six Months Ended
June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-

top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Segment Income (Loss) from Operations: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> U.S. Marketplace </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">42,043</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 24,619 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">76,260</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 51,158 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Digital Wholesale </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (138,158 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (6,307 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (148,498 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (17,532 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Other </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 2,531 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (574 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (574 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-

space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 4,938 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (1,829 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:20pt;white-space:pre-wrap;vertical-align:top;"> Total </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(93,584</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 17,738 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(67,300</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 31,797 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table>   <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.44%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended
June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Six Months Ended
June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:middle;text-align:left;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Segment Depreciation and Amortization: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> U.S. Marketplace </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-

bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,987</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,823 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4,984</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,436</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">8,701</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">7,717</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">17,394</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Other</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">240</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">143</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">443</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">286</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:20pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:20pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 5,663 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">11,667</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 13,144 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 23,243 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> <div style="font-size:10pt;font-

family:'Calibri',sans-serif;"> For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, a reconciliation between total segment (loss) income from operations to consolidated (loss) income before income taxes is as follows: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.44%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended
June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Six Months Ended
June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Total segment (loss) income from operations </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(93,584</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 17,738 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(67,300</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 31,797 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Total other income, net </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 3,161 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 4,680 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 6,562 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 9,018 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Consolidated (loss) income before income taxes </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt

double #000000;text-align:center;"> (90,423 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">22,418</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (60,738 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 40,815 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;"> </td> </tr> </table>
As of June 30, 2024 and December 31, 2023, segment assets are as follows:
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<td style="width:67.08%;"></td>
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<td style="width:12.879999999999999%;"></td>
<td style="width:1%;"></td>
<td style="width:1.58%;"></td>
<td style="width:1%;"></td>
<td style="width:12.879999999999999%;"></td>
<td style="width:1%;"></td>
</tr>
<tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;">
<td style="vertical-align:bottom;text-align:left;"> </td>
<td style="vertical-align:bottom;"> </td>
<td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> As of
June 30,
2024 </td>
<td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"> </td>
<td style="vertical-align:bottom;"> </td>
<td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> As of
December 31,
2023 </td>
<td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"> </td>
</tr>
<tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;">
<td style="vertical-align:top;"> Segment Assets: </td>
<td style="vertical-align:bottom;"> </td>
<td colspan="2" style="vertical-align:bottom;text-align:center;"> </td>
<td style="vertical-align:bottom;text-align:center;"> </td>
<td style="vertical-align:bottom;"> </td>
<td colspan="2" style="vertical-align:bottom;text-align:center;"> </td>
<td style="vertical-align:bottom;text-align:center;"> </td>
</tr>
<tr style="height:10pt;background-color:#ffffff;word-break:break-word;">
<td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> U.S. Marketplace </td>
<td style="white-space:pre-wrap;vertical-align:bottom;"> </td>
<td style="white-space:nowrap;vertical-align:bottom;"> $ </td>
<td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 575,121 </td>
<td style="white-space:nowrap;vertical-align:bottom;"> </td>
<td style="white-space:pre-wrap;vertical-align:bottom;"> </td>
<td style="white-space:nowrap;vertical-align:bottom;"> $ </td>
<td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 607,307 </td>
<td style="white-space:nowrap;vertical-align:bottom;"> </td>
</tr>
<tr style="height:10pt;background-color:#cff0fc;word-break:break-word;">
<td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Digital Wholesale </td>
<td style="white-space:pre-wrap;vertical-align:bottom;"> </td>
<td style="white-space:nowrap;vertical-align:bottom;"> </td>
<td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 137,445 </td>
<td style="white-space:nowrap;vertical-align:bottom;"> </td>
<td style="white-space:pre-wrap;vertical-align:bottom;"> </td>
<td style="white-space:nowrap;vertical-align:bottom;"> </td>
<td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 258,458 </td>
<td style="white-space:nowrap;vertical-align:bottom;"> </td>
</tr>
<tr style="height:10pt;background-color:#ffffff;word-break:break-word;">
<td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Other </td>
<td style="white-space:pre-wrap;vertical-align:bottom;"> </td>
<td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td>
<td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 40,765 </td>
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<td style="white-space:pre-wrap;vertical-align:bottom;"> </td>
<td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td>
<td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 53,162 </td>
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</tr>
<tr style="height:10pt;background-color:#cff0fc;word-break:break-word;">
<td style="text-indent:20pt;white-space:pre-wrap;vertical-align:top;"> Total </td>
<td style="white-space:pre-wrap;vertical-align:bottom;"> </td>
<td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td>
<td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-

bottom:0;text-align:right;">753,331</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"> <p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">918,927</p> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table><p style="text-indent:4.533%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:justify;"> </p></div><p style="text-indent:4.533%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:justify;">Digital Wholesale segment assets decreased $121,013 , primarily due to the goodwill and other long-lived asset impairment associated with the CarOffer reporting unit of $127,475, due to the recent organizational changes and Transaction volume declines, which resulted in revisions to the Company's financial projections for the CarOffer reporting unit. For further discussion of impairments related to right-of-use assets, intangible assets, and goodwill, refer to Note 6 of the Unaudited Condensed Consolidated Financial Statements.</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:justify;"> </p><div style="font-size:10pt;font-family:'Calibri',sans-serif;"><p style="text-indent:4.533%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:justify;">For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, revenue by geographical region is as follows: </p><p style="text-indent:4.533%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:justify;"> </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.44%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Three Months Ended
June 30, </p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Six Months Ended
June 30,</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:middle;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:middle;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p> </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:middle;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023</p></td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:middle;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:middle;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023</p></td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Revenue by Geographic Region:</p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"> <p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">United States</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">203,577</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">227,230</p> </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">405,142</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-

content;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">447,687</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">International</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New 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style="text-indent:20pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:20pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 218,692 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2,25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">239,737</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2,25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2,25pt double #000000;text-align:center;"> 434,488 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2,25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2,25pt double #000000;text-align:center;"> 471,700 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 2 For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, segment revenue, segment income (loss) from operations, and segment depreciation and amortization are as follows: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.44%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended
June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Six Months Ended
June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:middle;text-align:left;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word,"> <td style="vertical-align:top;"> Segment Revenue:

</td> <td style="vertical-align:top;"> </td> <td colspan="2" style="vertical-align:top;"> </td> <td style="vertical-align:top;"> </td> <td style="vertical-align:top;"> </td> <td colspan="2" style="vertical-align:top;"> </td> <td style="vertical-align:top;"> </td> <td style="vertical-align:top;"> </td> <td colspan="2" style="vertical-align:top;"> </td> <td style="vertical-align:top;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> U.S. Marketplace </td> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:top;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:top;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">180,052</p></td> <td style="white-space:nowrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:top;text-align:center;"> 158,443 </td> <td style="white-space:nowrap;vertical-align:top;"> </td> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:top;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:top;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">353,040</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 314,064 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Digital Wholesale </td> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:top;"> </td> <td style="white-space:pre-wrap;vertical-align:top;text-align:center;"> 23,525 </td> <td style="white-space:nowrap;vertical-align:top;"> </td> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:top;"> </td> <td style="white-space:pre-wrap;vertical-align:top;text-align:center;"> 68,787 </td> <td style="white-space:nowrap;vertical-align:top;"> </td> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 52,102 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 68,787 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 52,102 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 133,623 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Other </td> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:top;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:top;border-bottom:0.5pt solid #000000;text-align:center;"> 15,115 </td> <td style="white-space:nowrap;vertical-align:top;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:top;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:top;border-bottom:0.5pt solid #000000;text-align:center;"> 12,507 </td> <td style="white-space:nowrap;vertical-align:top;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 29,346 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 24,013 </td> <td 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*content;">$</p></td> <td style="white-space:pre-wrap;vertical-align:top;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">218,692</p></td> <td style="white-space:nowrap;vertical-align:top;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="text-indent:20pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:20pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:top;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:top;border-bottom:2.25pt double #000000;text-align:center;"> 239,737 </td> <td style="white-space:nowrap;vertical-align:top;border-bottom:2.25pt double #ffffff03;"> </td> <td style="text-indent:20pt;white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">434,488</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 471,700 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table>   <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.44%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended
June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Six Months Ended
June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Segment Income (Loss) from Operations: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> U.S. Marketplace </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">42,043</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 24,619 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 76,260 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td*

style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">51,158</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Digital Wholesale</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(138,158</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">6,307</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">148,498</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(17,532</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Other</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,531</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(574</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4,938</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(1,829</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p 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style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">17,738</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (67,300 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 31,797 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.44%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> <td 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Six Months Ended
June 30,</p></td>
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<td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;white-
space:pre-wrap;font-family:'Calibri',sans-serif;font-style:italic;min-width:fit-content;">Segment Depreciation and Amortization:</p></td> <td style="vertical-
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family:'Calibri',sans-serif;min-width:fit-content;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-
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</p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-
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align:right;"> </p></td> <td style="vertical-align:bottom;text-
align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="white-space:pre-wrap;font-
family:'Calibri',sans-serif;min-width:fit-content;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2"
style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="white-
space:pre-wrap;font-family:'Calibri',sans-serif;min-width:fit-content;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="white-space:pre-wrap;font-family:'Calibri',sans-serif;min-width:fit-
content;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">
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align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="white-space:pre-wrap;font-
family:'Calibri',sans-serif;min-width:fit-content;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td>
</tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-
left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;white-space:pre-wrap;font-
family:'Calibri',sans-serif;min-width:fit-content;">U.S. Marketplace</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-wrap;font-family:'Calibri',sans-serif;min-width:fit-
content;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-
align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="font-
family:'Calibri',sans-serif;color:#000000;white-space:pre-wrap;min-width:fit-content;">1,987</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p
style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="font-family:'Calibri',sans-serif;min-width:fit-
content;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;"> </p></td> <td style="white-
space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;">
<p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="font-family:'Calibri',sans-serif;color:#000000;white-
space:pre-wrap;min-width:fit-content;">2,823</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-
space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-
wrap;font-family:'Calibri',sans-serif;min-width:fit-content;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-
top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td>
<td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:right;">4,984</p></td> <td style="white-
space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="font-
family:'Calibri',sans-serif;min-width:fit-content;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td
style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;">
<p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="font-family:'Calibri',sans-serif;color:#000000;white-
space:pre-wrap;min-width:fit-content;">5,563</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr
style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-
indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;white-space:pre-wrap;font-
family:'Calibri',sans-serif;min-width:fit-content;">Digital Wholesale</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-wrap;font-family:'Calibri',sans-serif;min-width:fit-
content;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-
align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="font-family:'Calibri',sans-
serif;color:#000000;white-space:pre-wrap;min-width:fit-content;">3,436</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p>
</td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p>
</td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:right;">8,701</p></td> <td style="white-
space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="font-
family:'Calibri',sans-serif;min-width:fit-content;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td
style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="font-
family:'Calibri',sans-serif;min-width:fit-content;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="font-family:'Calibri',sans-serif;color:#000000;white-space:pre-
wrap;min-width:fit-content;">7,717</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-
align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-wrap;font-
family:'Calibri',sans-serif;min-width:fit-content;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-
space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">17,394</p></td> <td style="white-space:nowrap;vertical-
align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="font-family:'Calibri',sans-serif;min-
width:fit-content;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-
wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Other</p></td> <td style="white-space:pre-wrap;vertical-
align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-wrap;font-
family:'Calibri',sans-serif;min-width:fit-content;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p

style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 240 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 143 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 443 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 286 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:20pt;white-space:pre-wrap;vertical-align:top;"> Total </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">5,663</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 11,667 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">13,144</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 23,243 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr>
</table>1800520001584430003530400003140640002352500068787000521020001336230001511500012507000293460002401300021869200023973700043448800047170000138158000-6307000-148498000-17532000253100-5740004938000-1829000-935840001773800067300000317970001987000282300049840005563000343600087010007717000173940002400001430004430002860005663000116670001314400023243000 For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, a reconciliation between total segment (loss) income from operations to consolidated (loss) income before income taxes is as follows: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.44%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended
June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Six Months Ended
June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Total segment (loss) income from operations </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> <span style="color:#000000;white-space:pre-wrap;font-

family:'Calibri',sans-serif;min-width:fit-content;">(93,584 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">17,738</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (67,300 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">31,797</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total other income, net</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,161</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4,680</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">6,562</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">9,018</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Consolidated (loss) income before income taxes</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (90,423 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">22,418</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (60,738 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(60,738</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 40,815 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table>-935840001773800067300000317970003161000468000065620000901800090423000224180000607380004081500 As ofJune 30, 2024 and December 31, 2023, segment assets are as follows: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:67.08%;"></td> <td style="width:1.58%;"></td> <td style="width:1%;"></td> <td style="width:12.879999999999999%;"></td> <td style="width:1%;"></td> <td style="width:1.58%;"></td> <td style="width:1%;"></td> <td style="width:12.879999999999999%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> As of
June 30,
2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> As of
December 31,
2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Segment Assets: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> <span

style="white-space:pre-wrap;font-family:'Calibri',sans-serif;min-width:fit-content;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> U.S. Marketplace </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">575,121</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 607,307 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Digital Wholesale </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 137,445 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 258,458 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Other </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 40,765 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 53,162 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:20pt;white-space:pre-wrap;vertical-align:top;"> Total </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">753,331</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 918,927 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table>
5751210006073070001374450002584580004076500053162000753331000918927000121013000127475000 For the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023, revenue by geographical region is as follows:
<table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.44%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:9.191%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended
June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Six Months Ended
June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:middle;text-align:left;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:middle;"><p style="font-size:8pt;margin-top:0;font-family:Times New

Roman;margin-bottom:0;text-align:left;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Revenue by Geographic Region: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> United States </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">203,577</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 227,230 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">405,142</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 447,687 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> International </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 15,115 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 12,507 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 29,346 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 24,013 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:20pt;white-space:pre-wrap;vertical-align:top;"> Total </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">218,692</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 239,737 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">434,488</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Calibri',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-

align:right;">471,700 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr>
</table>2035770002272300004051420004476870001511500012507000293460002401300021869200023973700043448800047170000 Rule 10b5-1 Plan Trading Arrangements During the three months ended June 30, 2024, the following officer adopteda “Rule 10b5-1 trading arrangement” (as defined in Item 408 of Regulation S-K) that is intended to satisfy the affirmative defense of Rule 10b5-1(c) under the Exchange Act and our policies on insider trading: <table style="border-spacing:0;table-layout:fixed;width:92.0%;border-collapse:separate;"><tr style="visibility:collapse;"><td style="width:24.96%;"></td><td style="width:1%;"></td><td style="width:21.32%;"></td><td style="width:1%;"></td><td style="width:29.04%;"></td><td style="width:1%;"></td><td style="width:21.68%;"></td></tr><tr style="height:10pt;white-space:pre-wrap;word-break:break-word;text-align:left;"><td style="padding-left:0.08in;vertical-align:top;border-bottom:1pt solid #000000;padding-right:0.08in;"> Name & Title </td><td style="padding-left:0.08in;vertical-align:top;border-bottom:1pt solid #ffffff03;padding-right:0.08in;"> Date Adopted </td><td style="padding-left:0.08in;vertical-align:top;border-bottom:1pt solid #ffffff03;padding-right:0.08in;"> Aggregate Number of Shares of Class A Common Stock to be Purchased or Sold Pursuant to Trading Arrangement </td><td style="padding-left:0.08in;vertical-align:top;border-bottom:1pt solid #ffffff03;padding-right:0.08in;"> Expiration Date(1) </td></tr><tr style="height:26pt;white-space:pre-wrap;word-break:break-word;"><td style="padding-left:0.08in;vertical-align:top;padding-right:0.08in;"> Dafna Sarnoff, Chief Marketing Officer </td><td style="padding-left:0.08in;vertical-align:top;padding-right:0.08in;"> </td><td style="padding-left:0.08in;vertical-align:top;padding-right:0.08in;text-align:left;"> May 17, 2024 </td><td style="padding-left:0.08in;vertical-align:top;padding-right:0.08in;text-align:left;"> </td><td style="padding-left:0.08in;vertical-align:top;padding-right:0.08in;text-align:left;"> 71,623 shares to be sold(2) </td><td style="padding-left:0.08in;vertical-align:top;padding-right:0.08in;text-align:left;"> </td><td style="padding-left:0.08in;vertical-align:top;padding-right:0.08in;text-align:left;"> May 1, 2025 </td></tr><tr style="height:2pt;white-space:pre-wrap;word-break:break-word;"><td style="padding-left:0.08in;vertical-align:top;padding-right:0.08in;"> </td><td style="padding-left:0.08in;vertical-align:top;padding-right:0.08in;"> </td><td style="padding-left:0.08in;vertical-align:top;padding-right:0.08in;text-align:left;"> </td><td style="padding-left:0.08in;vertical-align:top;padding-right:0.08in;text-align:left;"> </td><td style="padding-left:0.08in;vertical-align:top;padding-right:0.08in;text-align:left;"> </td><td style="padding-left:0.08in;vertical-align:top;padding-right:0.08in;text-align:left;"> </td><td style="padding-left:0.08in;vertical-align:top;padding-right:0.08in;text-align:left;"> </td></tr></table> (1) The Rule 10b5-1 trading arrangement permits transactions through and including the earlier to occur of (a) the completion of all sales or (b) the date listed in the table. The arrangement also provides for automatic expiration in the event of liquidation, dissolution, bankruptcy, insolvency, or death of the adopting person. (2) The Rule 10b5-1 trading arrangement includes the sale of shares to be received upon future vesting of certain outstanding equity awards, net of any shares withheld by us to satisfy applicable taxes. The number of shares to be withheld, and thus the exact number of shares to be sold pursuant to such officer’s Rule 10b5-1 trading arrangement, can only be determined upon the occurrence of the future vesting events. For purposes of this disclosure, we have reported the gross number of shares to be received upon the future vesting of such equity awards, before subtracting any shares to be withheld by us to satisfy applicable taxes in connection with such future vesting events. On December 15, 2023, Ms. Sarnoff adopted a “Rule 10b5-1 trading arrangement” that was intended to satisfy the affirmative defense of Rule 10b5-1(c) under the Exchange Act and our policies on insider trading, or the Sarnoff 2023 Plan. Pursuant to the Sarnoff 2023 Plan, up to 73,817 shares were to be sold and it had an expiration date of March 31, 2025. On May 17, 2024, Ms. Sarnoff terminated the Sarnoff 2023 Plan. Other than those disclosed above, none of our directors or officers adopted<span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:'Calibri',sans-

serif;min-width:fit-content;">, modified, or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," in each case as defined in Item 408 of Regulation S-K.</p>trueDafna SarnoffChief Marketing OfficerMay 17, 202471623May 1, 2025December 15, 2023Ms. Sarnofftrue73817March 31, 2025falsefalsefalsefalsefalsefalse Includes depreciation and amortization expense for the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023 of $3,430, $7,760, $8,119, and $15,518, respectively. Includes impairment of other long-lived assets for the three months ended June 30, 2024 and 2023 and for the six months ended June 30, 2024 and 2023 of $180, $9, $180, and $184, respectively. During the three and six months ended June 30, 2024, the Company recognized an immaterial adjustment to goodwill and additional paid-in-capital, associated with the acquisitions of its equity interests in CarOffer, LLC.